

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

CORE SCIENTIFIC, INC. *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 22-90341 (DRJ)
)
) (Jointly Administered)
)

**SUMMARY COVER SHEET FOR WILLKIE FARR & GALLAGHER LLP'S
SECOND INTERIM FEE APPLICATION FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD APRIL 1, 2023 THROUGH JUNE 30, 2023**

Name of Applicant:	Willkie Farr & Gallagher LLP ("Willkie")	
Applicant's Role in Case:	Counsel for the Official Committee of Unsecured Creditors (the "Committee")	
Docket No. of Employment Order:	March 10, 2023 [Docket No. 664]	
Interim Application (x) No. <u>2nd</u> Final Application ()	Indicate whether this is an interim or final Application. If interim, indicate the number (1 st , 2 nd , 3 rd , etc.)	
	Beginning Date	End Date
Time period covered by this Application for which interim compensation has not previously been awarded (the "Application Period"):	4/1/2023	6/30/2023
Were the services provided necessary to the administration of or beneficial at the time rendered toward the completion of the case? Yes		
Were the services performed in a reasonable amount of time commensurate with the complexity, importance and nature of the issues addressed? Yes		

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

Is the requested compensation reasonable based on the customary compensation charged by comparably skilled practitioners in other non-bankruptcy cases? Yes	
Do expense reimbursements represent actual and necessary expenses incurred? Yes	
Compensation Breakdown for Time Period Covered by this Application	
Total professional fees incurred in this Application:	\$1,429,481.00 ²
Total professional hours covered by this Application:	1,001.4
Average hourly rate for professionals:	\$1,427.48
Total paraprofessional fees incurred in this Application:	\$36,735.50
Total paraprofessional hours covered by this Application:	82.7
Average hourly rate for paraprofessionals:	\$444.20
Reduction in fees for time expended relating to time entry review:	(\$22,608.00)
Total fees requested in this Application:	\$1,443,608.50
Total expenses requested in this Application:	\$9,158.67
Total fees and expenses requested in this Application:	\$1,452,767.17
Total fees and expenses awarded in all prior applications:	\$2,950,087.65
Plan Status: The Debtors filed an amended proposed chapter 11 plan of reorganization on August 8, 2023 (the “ <u>Proposed Plan</u> ”). The disclosure statement for the Proposed Plan has not yet been approved and no confirmation hearing has been scheduled.	
Primary Benefits: During the Application Period, Willkie spent time, among other things: (i) reviewing and analyzing the Debtors’ business plan; (ii) engaging with the Debtors and other stakeholders on potential chapter 11 plan constructs and the proposed treatment of unsecured creditors; (iii) reviewing, analyzing, and conducting research to assess the validity of certain claims asserted against the Debtors; (iv) reviewing and analyzing motions and applications filed by the Debtors, and drafting pleadings on behalf of the Committee, as necessary; and (v) preparing for and attending weekly meetings with each of the Debtors’ professionals, the Committee’s professionals, and the Committee.	

² Although this amount, together with the amount of fees incurred by paraprofessionals, includes \$22,608.00 in fees spent reviewing Willkie’s monthly time detail (the “Time Review Fees”), the total compensation for which allowance is sought in this Application does not include the Time Review Fees.

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In re:

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**SECOND INTERIM FEE APPLICATION OF WILLKIE FARR & GALLAGHER LLP
FOR COMPENSATION OF SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR THE PERIOD APRIL 1, 2023 THROUGH JUNE 30, 2023**

IF YOU OBJECT TO THE RELIEF REQUESTED, YOU MUST RESPOND IN WRITING. UNLESS OTHERWISE DIRECTED BY THE COURT, YOU MUST FILE YOUR RESPONSE ELECTRONICALLY AT [HTTPS://ECF.TXSB.USCOURTS.GOV](https://ecf.txsb.uscourts.gov) WITHIN TWENTY-ONE (21) DAYS FROM THE DATE THIS APPLICATION WAS FILED. IF YOU DO NOT HAVE ELECTRONIC FILING PRIVILEGES, YOU MUST FILE A WRITTEN RESPONSE THAT IS ACTUALLY RECEIVED BY THE CLERK WITHIN TWENTY-ONE (21) DAYS FROM THE DATE THIS APPLICATION WAS FILED. OTHERWISE, THE COURT MAY TREAT THE PLEADING AS UNOPPOSED AND GRANT THE RELIEF REQUESTED.

Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the Official Committee of Unsecured Creditors (the “Committee”), hereby submits its second interim application (the “Application”) for allowance of compensation for professional services rendered and

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors’ corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

reimbursement of out-of-pocket expenses incurred for the period from April 1, 2023 through June 30, 2023 (the “Second Interim Period”).

Monthly Fee Statements During the Second Interim Period

1. In support of this Application, attached are the following exhibits:

- **Exhibit A** is Willkie’s *Fourth Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period April 1, 2023 through April 30, 2023* [served May 19, 2023].
- **Exhibit B** is Willkie’s *Fifth Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period May 1, 2023 through May 31, 2023* [served June 21, 2023].
- **Exhibit C** is Willkie’s *Sixth Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period June 1, 2023 through June 30, 2023* [served August 2, 2023].
- **Exhibit D** is a proposed order granting this Application.

2. Although every effort has been made to include all fees and expenses incurred during the Second Interim Period, some fees and expenses might not be included in this Application due to delays caused by accounting and processing during the Second Interim Period. Willkie reserves the right to seek allowance of such fees and expenses in a subsequent fee application. Subsequent fee applications will be filed in accordance with title 11 of the United States Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Bankruptcy Local Rules for the Southern District of Texas, and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541] (the “Interim Compensation Order”).

WHEREFORE, Willkie, as counsel for the Committee, respectfully requests that the Court enter an order: (a) granting it interim allowance in the amount of \$1,443,608.50 as compensation

for professional services rendered and \$9,158.67 for reimbursement of out-of-pocket expenses incurred for the Second Interim Period; (b) authorizing and directing the Debtors to pay Willkie the remaining outstanding balance of \$288,721.70 not previously paid in accordance with the Interim Compensation Order; and (c) granting such other further relief as this Court deems proper.

Dated: Houston, Texas
August 29, 2023

Respectfully Submitted,

WILLKIE FARR & GALLAGHER LLP

By: /s/ Jennifer J. Hardy

Jennifer J. Hardy (Texas Bar No. 24096068)

600 Travis Street

Houston, Texas 77002

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AND

Brett H. Miller (admitted *pro hac vice*)

Todd M. Goren (admitted *pro hac vice*)

James H. Burbage (admitted *pro hac vice*)

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Email: bmiller@willkie.com

tgoren@willkie.com

jburbage@willkie.com

Counsel for the Official Committee of Unsecured Creditors

CERTIFICATE OF SERVICE

I certify that on August 29, 2023, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Jennifer J. Hardy

Jennifer J. Hardy

Exhibit A

**Fourth Monthly Fee Statement
for the Period from April 1, 2023 through April 30, 2023**

Objection Deadline: June 2, 2023

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
CORE SCIENTIFIC, INC. <i>et al.</i> , ¹)	Case No. 22-90341 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF WILLKIE FARR & GALLAGHER LLP'S
FOURTH MONTHLY FEE STATEMENT FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD APRIL 1, 2023 THROUGH APRIL 30, 2023**

Name of Applicant:	Willkie Farr & Gallagher LLP	
Applicant's Role in Case:	Counsel for the Official Committee of Unsecured Creditors	
Date Retention Order Signed:	March 10, 2023 [Docket No. 664]	
	Beginning of Period:	End of Period:
Time Period Covered by this Statement:	April 1, 2023	April 30, 2023
Summary of Total Fees and Expenses Requested		
Total Fees Requested in this Statement:	\$348,978.40 (80% of \$436,223.00 ²)	
Total Expenses Requested in this Statement:	\$1,765.67	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

² This amount reflects a \$12,444.00 reduction for time entry review.

Total Fees and Expenses Requested in this Statement (inclusive of 20% holdback):	\$437,988.67
Summary of Attorney Fees Incurred	
Total Attorney Fees Incurred in this Statement:	\$430,598.00
Total Actual Attorney Hours Covered by this Statement:	332.6
Average Hourly Rate for Attorneys:	\$1,294.64
Summary of Paraprofessional Fees Incurred	
Total Paraprofessional Fees Incurred in this Statement:	\$5,625.00
Total Actual Paraprofessional Hours Covered by this Statement:	18.7
Average Hourly Rate for Paraprofessionals:	\$300.80

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541], each party receiving notice of the monthly fee statement will have 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Interim Compensation Order”) [Docket No. 541], Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the official committee of unsecured creditors (the “Committee”), hereby submits its *Fourth Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from April 1, 2023 through April 30, 2023* (the “Monthly Fee Statement”).

1. By this Monthly Fee Statement, and pursuant to the Interim Compensation Order, Willkie seeks payment of \$348,978.40 (80% of \$436,223.00) as compensation for professional services rendered to the Committee during the period from April 1, 2023 through April 30, 2023 (the “Fee Period”) and \$1,765.67 for reimbursement of actual and necessary expenses during the Fee Period, for a total of \$350,744.07.

2. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie partners, counsel, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories Willkie established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Willkie incurred \$436,223.00 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Willkie seeks reimbursement for 80% of such fees (\$348,978.40).
- **Exhibit B** is a schedule providing certain information regarding the Willkie attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and

paraprofessionals of Willkie have expended a total of 351.3 hours in connection with these chapter 11 cases during the Fee Period.

- **Exhibit C** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Willkie's out-of-pocket expenses.
- **Exhibit D** consists of Willkie's records of fees and expenses incurred during the Fee Period in connection with the rendition of professional services to the Committee.

3. Pursuant to the Interim Compensation Order, any party objecting to the payment of the interim compensation and reimbursement of expenses requested by this Monthly Fee Statement shall, within fourteen (14) days of service of this Monthly Fee Statement, serve via email to Willkie Farr & Gallagher LLP, Attn: Brett H. Miller, Esq., Todd M. Goren, Esq., James H. Burbage, Esq. and Joseph Brandt, Esq. (bmiller@willkie.com; tgoren@willkie.com; jburbage@willkie.com; and jbrandt@willkie.com), and the following other Fee Notice Parties (as defined in the Interim Compensation Order) a written notice setting forth with reasonable detail the nature of the objection and the amount at issue (the "Notice of Objection to Monthly Fee Statement"):

- (a) the Debtors, c/o Core Scientific, Inc., Attn: Todd DuChene, Esq. (tduchene@corescientific.com);
- (b) Counsel for the Debtors, Weil, Gotshal & Manges LLP, Attn: Ray C. Schrock, P.C., Ronit Berkovich, Esq., and Moshe Fink, Esq. (ray.schrock@weil.com; ronit.berkovich@weil.com; and moshe.fink@weil.com);
- (c) the Office of the U.S. Trustee for Region 7, Attn: Jayson Ruff and Alicia Barcomb (jayson.b.ruff@usdoj.gov and alicia.barcomb@usdoj.gov); and
- (d) Counsel for the Ad Hoc Noteholder Group, Paul Hastings LLP, Attn: Kristopher M. Hansen and Sayan Bhattacharyya (krishansen@paulhastings.com and sayanbhattacharyya@paulhastings.com).

4. If a Notice of Objection to Monthly Fee Statement is timely served pursuant to the Interim Compensation Order, the objecting party and Willkie shall attempt to resolve the objection

on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay Willkie an amount equal to 80% of the agreed-upon fees and 100% of the agreed-upon expenses.

5. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Willkie reserves the right to seek payment of such fees and expenses in a subsequent monthly fee statement.

WHEREFORE, Willkie requests payment of its fees and expenses incurred during the Fee Period in the total amount of \$350,744.07, consisting of (a) \$348,978.40, which is 80% of Willkie's fees incurred during the Fee Period; and (b) \$1,765.67 for actual and necessary expenses incurred during the Fee Period.

Dated: Houston, Texas
May 19, 2023

Respectfully Submitted,

WILLKIE FARR & GALLAGHER LLP

By: /s/ Jennifer J. Hardy

Jennifer J. Hardy (Texas Bar No. 24096068)

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AND

Brett H. Miller (admitted *pro hac vice*)

Todd M. Goren (admitted *pro hac vice*)

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Email: bmiller@willkie.com

tgoren@willkie.com

jburbage@willkie.com

Counsel for the Official Committee of Unsecured Creditors

CERTIFICATE OF SERVICE

I hereby certify that on May 19, 2023, a true and correct copy of the foregoing document was served via electronic mail on the Fee Notice Parties pursuant to the Interim Compensation Order.

/s/ Jennifer J. Hardy

Jennifer J. Hardy

Exhibit A**Summary of Legal Fees for the Fee Period**

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
001	Asset Analysis and Recovery	2.1	\$4,171.00
003	Assumption and Rejection of Leases and Contract	3.6	\$4,713.50
006	Business Operations	4.5	\$8,251.50
007	Case Administration	34.9	\$46,552.50
008	Claims Administration and Objections	103.6	\$123,709.00
011	Employment and Fee Applications	8.1	\$7,944.00
013	Financing and Cash Collateral	10.3	\$16,091.00
015	Meetings and Communications with Committee	30.0	\$48,846.50
017	Plan and Disclosure Statement	42.4	\$51,532.50
018	Real Estate	6.3	\$9,165.00
019	Relief from Stay and Adequate Protection	0.7	\$616.00
020	Reporting	1.5	\$1,160.00
026	Claims Investigation	36.2	\$48,700.00
027	Lien Investigation	35.1	\$42,779.00
029	Other Motions/Applications	12.7	\$16,033.50
032	Willkie Fee Statements and Applications	5.9	\$5,958.00
036	Time Entry Review	13.4	\$12,444.00
Total Requested		351.3	\$448,667.00
Less Client Accommodation for Time Entry Review (100% of Fees Incurred)			(\$12,444.00)
Total Requested		351.3	\$436,223.00

Exhibit B**Summary of Hours Billed by Willkie Attorneys and Paraprofessionals for the Fee Period**

Professional Person	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Todd M. Goren	Partner	2003 (NY)	Business Reorganization & Restructuring	\$1,875	39.6	\$74,250.00
Jennifer J. Hardy	Partner	2015 (TX)	Business Reorganization & Restructuring	\$1,625	4.2	\$6,825.00
Jeffrey B. Korn	Partner	2001 (NY)	Litigation	\$1,875	1.7	\$3,187.50
Melainie Mansfield	Partner	1995 (CA)	Business Reorganization & Restructuring / Finance	\$1,875	19.8	\$37,125.00
Brett H. Miller	Partner	1992 (NY)	Business Reorganization & Restructuring	\$2,050	22.1	\$45,305.00
Craig A. Damast	Counsel	1992 (NY)	Business Reorganization & Restructuring	\$1,380	69.4	\$95,772.00
Michael D. Arena	Associate	2015 (NY)	Finance	\$1,315	4.9	\$6,443.50
Joseph Brandt	Associate	2021 (NY)	Business Reorganization & Restructuring	\$1,030	43.4	\$44,702.00
James H. Burbage	Associate	2016 (NY)	Business Reorganization & Restructuring	\$1,315	50.8	\$66,802.00
Anthony Scarcella	Associate	2022 (NY)	Business Reorganization & Restructuring	\$865	35.6	\$30,794.00
Elizabeth Wayne	Associate	2022 (IL)	Business Reorganization & Restructuring	\$680	41.1	\$27,948.00
Total for Attorneys					332.6	\$439,154.00

Paraprofessional Person	Position with the Applicant	Number of Years at Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Alison Ambeault	Director, Practice Support	17 years	Business Reorganization & Restructuring	\$540	16.1	\$8,694.00
Rohan Sasso	Paralegal	<1 year	Business Reorganization & Restructuring	\$315	2.6	\$819.00
Totals for Paraprofessionals					18.7	\$9,513.00

Total Fees for Fee Period	\$448,667.00
Less Client Accommodation for Time Entry Review	(\$12,444.00)
Total Fees Requested for Fee Period	\$436,223.00
20% Fee Holdback for Fee Period	\$87,244.60
80% of Total Fees Requested for Fee Period	\$348,978.40
Expenses for Fee Period	\$1,765.67
TOTAL PAYMENT REQUESTED	<u>\$350,744.07</u>

Exhibit C**Summary of Expenses for the Fee Period**

Expense Categories	Amount
Teleconferencing	\$0.59
Working Meals	\$69.04
Data Acquisition (including Legal Research)	\$1,696.04
Totals:	\$1,765.67

Exhibit D

Fees and Expenses

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22313194
Client/Matter No. 132233.00001
May 18, 2023

FOR PROFESSIONAL SERVICES RENDERED

through April 30, 2023 as set out in the
attached detail

Asset Analysis and Recovery	\$	4,171.00
Assumption and Rejection of Leases and Contracts	\$	4,713.50
Business Operations	\$	8,251.50
Case Administration	\$	46,552.50
Claims Administration and Objections	\$	123,709.00
Employment and Fee Applications	\$	7,944.00
Financing and Cash Collateral	\$	16,091.00
Meetings and Communications with Creditors	\$	48,846.50
Plan and Disclosure Statement	\$	51,532.50
Real Estate	\$	9,165.00
Relief from Stay and Adequate Protection	\$	616.00
Reporting	\$	1,160.00

CHAPTER 11 CASES

Page 2

Invoice No. 22313194

Client/Matter No. 132233.00001

Claims Investigation	\$	48,700.00
Lien Investigation	\$	42,779.00
Other Motions/Applications	\$	16,033.50
Willkie Fee Statements and Applications	\$	5,958.00
Disbursement and other Charges	\$	1,765.67
Total this Invoice	\$	<u>437,988.67</u>

CHAPTER 11 CASES
 Invoice No. 22313194
 Client/Matter No. 132233.00001

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Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
4/17/23	CAD	Correspondence w/ A. Burbridge (Weil), J. Burbage regarding status of real estate asset sales/mechanic's liens regarding same.	0.20 \$	276.00
4/26/23	B M	Review and comment on Ducera materials regarding mining/hosting company valuation (1.3); prepare memorandum regarding next steps for the business plan and valuation (.6).	1.90	3,895.00
Sub-Total			2.10	4,171.00

Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
4/6/23	E W	Review/analyze motion to extend time to assume or reject leases.	0.20 \$	136.00
4/7/23	CAD	Correspondence w/ D. Sudama (Weil) regarding draft of Debtors' motion to extend time to assume or reject non-residential real property leases (.1) and review/analyze same (.2); correspondence w/ E. Wayne regarding summary of same (.1).	0.40	552.00
4/10/23	CAD	Correspondence w/ A. Scarcella regarding Debtors' draft motion to extend time to assume or reject non-residential real property leases (.1) and review/revise summary of same (.2).	0.30	414.00
4/11/23	E W	Review/analyze motion to extend time to assume or reject unexpired leases.	0.20	136.00
4/13/23	CAD	Correspondence w/ internal working group regarding GEM Mining emergency motion to compel assumption or rejection of contracts (.2) and review/analyze same and summary (.3).	0.50	690.00
4/13/23	E W	Review/analyze GEM emergency motion to compel assumption or rejection.	0.60	408.00
4/13/23	T G	Review/analyze GEM mining motion to compel assumption or rejection of contracts (.6) and order setting hearing (.1); correspondence w/	0.90	1,687.50

CHAPTER 11 CASES

Invoice No. 22313194

Client/Matter No. 132233.00001

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4/14/23	CAD	Willkie team re: same (.2). Correspondence w/ A. Ambeault regarding entered order scheduling hearing on GEM Mining's emergency motion to compel assumption or rejection of executory contracts (.1) and review/analyze same (.1).	0.20	276.00
4/28/23	CAD	Call w/ Weil team, internal team regarding Celsius proofs of claim and dispute/next steps.	0.30	414.00
Sub-Total			3.60	4,713.50

Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
4/4/23	M M	Review/analyze 10-K filing in preparation for business plan review.	2.00	\$	3,750.00
4/5/23	CAD	Correspondence w/ J. Shen (Alix), internal working group, Ducera team regarding Debtors' weekly variance report through 3/31 (.1) and review/analyze same (.1).	0.20		276.00
4/12/23	CAD	Correspondence w/ internal working group regarding Debtors' expansion of contract w/ LM Funding to host additional 900 mining machines.	0.20		276.00
4/26/23	M M	Review and respond to corr. with Willkie team re: Celsius hosting contracts and pleadings/strategy and contract terms in prep for call with Weil on same.	0.50		937.50
4/27/23	B M	Review and comment on the new hosting agreements and related press release (.6); correspondence with Ducera regarding the new hosting agreements (.3).	0.90		1,845.00
4/27/23	B M	Review/analyze the latest DIP budget and cash forecast.	0.30		615.00
4/28/23	CAD	Correspondence w/ internal working group regarding Debtors' entry into hosting contracts w/ Greenidge, Ault, and LM Funding.	0.40		552.00
Sub-Total			4.50		8,251.50

CHAPTER 11 CASES

Invoice No. 22313194

Client/Matter No. 132233.00001

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Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
4/3/23	CAD	Correspondence w/ internal working group regarding 4/14 bar date reminder for Committee members.	0.20	\$ 276.00
4/4/23	CAD	Correspondence w/ A. Ambeault regarding Core 10-K filed yesterday (.1) and review/analyze same (.2); correspondence w/ M. Fink (Weil), internal working group regarding tomorrow's call w/ Debtors' professionals (.2); review and revise draft agendas for tomorrow's weekly internal Willkie meeting (.2) and 4/6 Committee meeting (.1); correspondence w/ E. Wayne regarding same and comments (.2).	1.00	1,380.00
4/4/23	E W	Draft (.3) and revise (.1) agendas for 4/5 internal and 4/6 Committee meetings.	0.40	272.00
4/5/23	J H	Attend weekly meeting w/ Debtor and UCC professionals re: business plan, liquidity update, asset sale update (.5); attend follow-up meeting (in part) w/ UCC professionals in preparation for UCC meeting (in part) (.1).	0.60	975.00
4/5/23	CAD	Participate in weekly meeting w/ Debtors' professionals (matters discussed -- liquidity update; business plan update asset sales update; exclusivity extension and other notions update).	0.50	690.00
4/5/23	JHB	Provide feedback on Committee meeting agenda to E. Wayne (.2); attend weekly meeting with Debtors' professionals re: business plan update, liquidity update (.5); attend weekly meeting with Committee professionals re: same (.3).	1.00	1,315.00
4/5/23	M M	Participate in weekly meeting with Debtors' professionals re: update on all matters including business plan status, status of asset sales, current motions, retention of new President.	0.60	1,125.00
4/5/23	J B	Participate in meeting with Committee's and Debtors' professionals re: real estate sale process, business plan, and other case updates (.6); participate in call with Committee professionals re: same, DIP investigations, and	1.00	1,030.00

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		other case updates (.4).		
4/5/23	E W	Revise agenda for 4/6 Committee meeting (.2); attend professionals call re: committee investigations (.1).	0.30	204.00
4/5/23	A S	Attend weekly meeting w/ Debtors professionals and UCC professionals re: operations update, upcoming motions, and exclusivity.	0.50	432.50
4/6/23	J H	Attend weekly UCC call re: asset sale update, exclusivity extension (in part).	0.20	325.00
4/6/23	JBK	Review/analyze case pleadings and summary of claims.	1.00	1,875.00
4/10/23	E W	Update internal notice of appearance tracker.	0.30	204.00
4/10/23	JHB	Correspondence w/ J. Brandt and A. Scarcella regarding review of various draft motions provided by Debtors.	0.20	263.00
4/11/23	CAD	Review/analyze drafts of agendas for tomorrow's weekly internal Willkie meeting (.2) and 4/13 Committee meeting (.2); correspondence w/ E. Wayne, J. Burbage regarding same and comments/revisions (.6); correspondence w/ E. Wayne, internal working group regarding same (.1); correspondence w/ B. Miller regarding official equity committee selection of FTI as financial advisor (.1).	1.20	1,656.00
4/11/23	E W	Prepare for 4/12 weekly internal meeting and 4/13 Committee meeting (.7); draft summary of recent pleadings for the Committee (1.1).	1.80	1,224.00
4/11/23	JHB	Review/analyze draft agenda and provide E. Wayne with comments re: same.	0.20	263.00
4/11/23	R S	Organize recent pleadings for attorney review.	0.60	189.00
4/12/23	J H	Weekly meeting w/ Debtors' and UCC professionals re: case status updates, asset sales, and business plan (.4); follow-up weekly meeting w/ UCC professionals in preparation for weekly UCC meeting (.1).	0.50	812.50
4/12/23	CAD	Participate in weekly call w/ Debtors' professionals (matters discussed -- liquidity update; asset sales update; business plan update; filed and to be filed motions by Debtors) (.4); correspondence w/ E. Wayne, J. Burbage	1.00	1,380.00

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		regarding revised draft of agenda for tomorrow's Committee meeting (.4) and review/revise same (2x) (.2).		
4/12/23	E W	Review/analyze directors and officers motion re: insurance (.2); J.W. Didado mechanics lien (.2); correspondence with A. Gupta (Ducera) and L. Webb (Gray Reed) re: materials for 4/13 Committee meeting (.2); prepare for 4/13 Committee meeting (.4); attend professionals call re: updates on recent filings for the Committee (.1).	1.10	748.00
4/12/23	T G	Prepare for (.1) and call w/ Debtors' professionals re: real estate, liquidity, legal update (.4) and follow-up call w/ UCC professionals re: same (.1).	0.60	1,125.00
4/12/23	M M	Prepare for (.3) and participate in (.4) call with Debtor and UCC teams re: current developments, status of business plan, update on cash position and real estate sale officers.	0.70	1,312.50
4/12/23	JHB	Prepare for (.3) and attend weekly call (.4) with Debtors' professionals and Committee professionals re: real estate, liquidity, exclusivity.	0.70	920.50
4/12/23	J B	Participate in meeting with Committee professionals re: exclusivity motion, DIP investigation, and other motions and case updates (.4); follow up w/ Willkie team re: same (.1).	0.50	515.00
4/13/23	CAD	Correspondence w/ B. Miller regarding discussion w/ A. Scruton (FTI -- financial advisor for official equity committee) and next steps (.1); correspondence w/ internal working group regarding recently-filed pleadings and calendar matters (.2).	0.30	414.00
4/13/23	B M	Call with FTI to discuss Official Equity Committee issues (.4); prepare memorandum regarding Official Equity Committee issues (.3).	0.70	1,435.00
4/17/23	CAD	Correspondence w/ J. Burbage, J. Brandt regarding status of ongoing work streams and research projects.	0.20	276.00
4/17/23	MDA	Analysis of reference materials circulated by E. Wayne, and crypto industry development resources.	0.20	263.00

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4/17/23	JHB	Correspondence with J. Brandt re: open work streams.	0.30	394.50
4/17/23	T G	Correspondence w/ V&E re: update call w/ official equity committee.	0.20	375.00
4/18/23	E W	Prepare for weekly 4/19 internal and 4/20 UCC meeting.	1.50	1,020.00
4/18/23	CAD	Correspondence w/ J. Burbage, Debtors' professionals regarding tomorrow's weekly call (.2); review and revise draft agendas for tomorrow's internal Willkie weekly meeting (2x) (.3) and 4/20 Committee meeting (2x) (.3); correspondence w/ E. Wayne, J. Burbage regarding same and comments/revisions (.4).	1.20	1,656.00
4/18/23	T G	Call w/ Vinson & Elkins re: equity committee considerations.	0.40	750.00
4/19/23	J H	Weekly call w/ Debtor and UCC professionals re: current case updates, liquidity, business plan (.7); follow-up call w/ UCC professionals in preparation for UCC weekly call (.1).	0.80	1,300.00
4/19/23	CAD	Participate in weekly call w/ Debtors' professionals (matters discussed -- liquidity/variance report update; asset sales/business plan update; non-miner equipment lender lift stay/adequate protection requests; recently-filed motions) (.7); participate in weekly internal Willkie meeting regarding recap of same; ongoing work streams; agenda for tomorrow's Committee meeting (.2); correspondence w/ E. Wayne regarding revisions to draft agenda for tomorrow's Committee meeting (.2); review/analyze entered order extending time to remove civil actions (.1).	1.20	1,656.00
4/19/23	T G	Call w/ Debtors' professionals re: case update, status of sales, business plan (.7); follow-up call w/ UCC professionals re: same (.2); internal Willkie call re: same and Committee call (.2).	1.10	2,062.50
4/19/23	A S	Corr. w/ UCC professionals re: real estate, business plan, and upcoming UCC meeting.	0.40	346.00
4/19/23	JHB	Attend call with Debtors' professionals re: asset sales, business plan (.7) and internal Willkie/Ducera call re: same (.2).	0.90	1,183.50
4/19/23	J B	Prepare for (.1) and participate in (.2) meeting	0.50	515.00

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		with Committee professionals re: recent motions, update on real estate process, and other case updates; follow up w/ Willkie team re: same (.2).		
4/19/23	E W	Attend professionals meeting re: real estate and business plan (.2); prepare for 4/20 Committee meeting (.2).	0.40	272.00
4/19/23	M M	Participate in call with Willkie and Ducera teams in prep for call with UCC (.1); participate in meeting with Weil and PJT for weekly update (real estate sales, business plan update, DIP budget update) (.7).	0.80	1,500.00
4/20/23	CAD	Correspondence w/ J. Brandt regarding Georgia power station types (.1) and review/analyze same (.1).	0.20	276.00
4/25/23	CAD	Correspondence w/ K. Patel (Ducera) regarding background information on official equity committee members (.1) and review/analyze same (.2); review and revise draft agendas for tomorrow's weekly internal Willkie meeting (.2) and 4/27 Committee meeting (.2); correspondence w/ E. Wayne, J. Burbage regarding same and comments (.3).	1.00	1,380.00
4/25/23	T G	Review/analyze background research on official equity committee members.	0.40	750.00
4/26/23	CAD	Participate in weekly call w/ Debtors' professionals (matters discussed -- liquidity/variance report; asset sales/business plan update; objection to Celsius' claims; Celsius motion for payment of administrative claim; non-equipment lenders' requests for adequate protection) (.5); participate in weekly internal Willkie team meeting (matters discussed -- recap of today's call w/ Debtors' professionals; ongoing work streams; agenda for tomorrow's Committee meeting (.3); correspondence w/ Weil team, internal working group regarding GEM Mining and Celsius issues/scheduling call (.2); correspondence w/ J. Burbage, E. Wayne regarding agenda for tomorrow's Committee meeting (.2).	1.20	1,656.00
4/26/23	T G	Prepare for (.3) and call w/ Debtors (.5) re: case update, recent motions and follow-up	1.10	2,062.50

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4/26/23	J H	discussion w/ UCC professionals re: same (.3). Weekly meeting w/ Debtor and UCC professionals re: case matters, Celsius, asset sales (.5); weekly follow-up call w/ UCC professionals in preparation for weekly UCC mtg. (.4).	0.90	1,462.50
4/26/23	M M	Participate in weekly update meeting with Willkie, Weil, PJT and Ducera teams (re: Celsius, asset sales, business plan, DIP cash sweep and budget).	0.50	937.50
4/26/23	JHB	Attend weekly meeting with Debtors' professionals re: Celsius motion, business plan update, liquidity update (.5); corr. w/ R. Berkovich (Weil) re: follow up question re: Repayment Amount issues (.3); coordinate distribution of agenda and other materials for Committee meeting (.3).	1.10	1,446.50
4/26/23	J B	Participate in call with Debtors' professionals re: certain proofs of claim issue and exclusivity and other case updates.	0.50	515.00
4/28/23	E W	Correspondence with R. Sasso re: upcoming 5/4 conference call (.1); correspondence with J. Brandt and A. Scarcella re: tax research (.1).	0.20	136.00
Sub-Total			34.90	46,552.50

Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
4/3/23	A S	Draft and revise memo re: 200% repayment amount (1.4); corr. w/ E. Wayne and J. Brandt re: same (.1).	1.50	\$	1,297.50
4/4/23	E W	Review/analyze case law re: liquidated damages provisions (5.2); draft memo re: same (1.4); correspondence with J. Brandt and the Committee re: upcoming bar date (.2).	6.80		4,624.00
4/4/23	A S	Draft and revise memo re: repayment amount in convertible note holder agreements.	2.40		2,076.00
4/5/23	E W	Revise memo re: nonpayment of interest premiums (3.2); review/analyze claims docket re: UCC members (.1).	3.30		2,244.00

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4/5/23	A S	Draft and revise memo re: convertible noteholder repayment amount.	1.40	1,211.00
4/6/23	E W	Review/analyze stipulation with Barings.	0.20	136.00
4/6/23	CAD	Correspondence w/ E. Wayne, J. Brandt regarding summary of scheduled/filed claims by Committee members (.2) and review/analyze same (.1).	0.30	414.00
4/6/23	M M	Corr. w/ J. Burbage corr. re: claims stipulation comments for Paul Hastings.	0.20	375.00
4/7/23	CAD	Correspondence w/ E. Wayne regarding Debtors' stipulation w/ Barings allowing filing of one proof of claim (.1) and review/analyze same (.1).	0.20	276.00
4/11/23	CAD	Review/analyze Debtors' draft motions to establish claim settlement procedures (.3) and omnibus claim objection procedures (.2); correspondence w/ internal working group regarding same, issues, and precedent (.4); correspondence w/ A. Scarcella regarding summaries of same (.2) and review/analyze same (.2); correspondence w/ E. Wayne regarding legal research results regarding convertible noteholders' 200% payment issue (.1) and review/analyze same (.3); correspondence w/ A. Scarcella regarding legal research results regarding convertible noteholders' 200% payment issue (.1) and review/analyze same (.4)	2.20	3,036.00
4/11/23	T G	Review/analyze and revise claim settlement procedures motion (.4) and claims objection motion (.3); correspondence w/ team re: same (.2).	0.90	1,687.50
4/11/23	A S	Review, analyze, and summarize claims objection procedure motion and claims settlement procedures motion (2.5); review/analyze precedent motions and orders re: same (.6).	3.10	2,681.50
4/11/23	JHB	Review/analyze claim settlement procedures motion, omnibus claims objection motion, lift stay motion re: D&O insurance (1.1) discussion with T. Goren re: settlement procedures motion (.3).	1.40	1,841.00

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4/12/23	CAD	Correspondence w/ internal working group regarding Shell scheduled and filed claims (.2); correspondence w/ E. Wayne regarding filed mechanic's liens and updates to tracker (.2).	0.40	552.00
4/12/23	T G	Review and revise further updated drafts of claim settlement procedures motion (.4) and correspondence w/ Weil and Willkie team re: same (.3); review/analyze UCC member proofs of claims (.3) and correspondence w/ Willkie team re: same (.1).	1.10	2,062.50
4/12/23	E W	Review/analyze omnibus claims rejection motion (.2); review/analyze settlement procedures motion (.2).	0.40	272.00
4/12/23	CAD	Correspondence w/ internal working group (.3) and Weil team (.5) regarding comments to claims settlement procedures motion; review and revise such proposed procedures (.2); discussion (.1) and correspondence (.2) w/ internal working group regarding same.	1.30	1,794.00
4/12/23	A S	Review and markup claims settlement procedures motion.	0.60	519.00
4/12/23	JHB	Correspondence with T. Goren re: Debtors' claims resolution procedures (.4); provide comments to the Debtors re: same (.6).	1.00	1,315.00
4/13/23	A S	Review and revise 200% noteholder repayment amount memo (4.5); corr. w/ E. Wayne and J. Brandt re: same (.2).	4.70	4,065.50
4/13/23	T G	Review/analyze UCC member proofs of claim (.6) and correspondence with Willkie team re: same (.2).	0.80	1,500.00
4/13/23	E W	Review/analyze entered orders re: Rule 2015.3 requirements.	0.30	204.00
4/13/23	CAD	Correspondence w/ E. Wayne regarding as-filed Debtors' motions to approve claims settlement procedures and claims objection procedures (.1) and review/analyze same (.3).	0.40	552.00
4/14/23	CAD	Correspondence w/ E. Wayne, internal working group regarding Celsius motion for payment of administrative claim (.1) and summary of same (.1).	0.20	276.00
4/14/23	CAD	Correspondence w/ internal working group regarding US Bank proofs of claim (.4) and review/analyze same (.5).	0.90	1,242.00

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4/14/23	E W	Review/analyze Celsius' motion for payment of administrative claim (.3); revise memorandum re: repayment of convertible noteholder interest (4.3)	4.60	3,128.00
4/14/23	T G	Review/analyze Celsius motion for payment of admin claims (.4) and correspondence w/ Willkie team re: same (.2).	0.60	1,125.00
4/14/23	T G	Review/analyze convert proofs of claim (.8) and correspondence w/ Willkie team re: same (.3); review/analyze other large proofs of claim (.6).	1.70	3,187.50
4/14/23	JHB	Review/analyze Celsius motion (.3) and correspondence with E. Wayne re: summary of same (.1).	0.40	526.00
4/14/23	B M	Review and comment on the proof of claim filed by the trustee for the convertible notes (1.2); prepare memorandum regarding issues in the convert proof of claim (.5).	1.70	3,485.00
4/15/23	E W	Review/analyze stipulation re: B. Riley claims (.2); review/analyze Humphreys mechanics lien (.2); review/analyze ABLe mechanics lien (.2); review/analyze claims docket re: UCC member claims (.2); review/analyze Celsius' corrected administrative claim motion (.2);	1.00	680.00
4/16/23	J B	Draft and revise memorandum re: analysis of 200% noteholder repayment premium (1.5) and conduct research re: same (1.0).	2.50	2,575.00
4/17/23	CAD	Review/analyze Celsius motion for payment of administrative claim (.4); correspondence w/ internal working group regarding same (.2); correspondence w/ E. Wayne regarding corrected motion regarding same (.1).	0.70	966.00
4/17/23	A S	Review/analyze U.S. Bank proof of claim.	0.40	346.00
4/18/23	CAD	Discussion w/ T. Goren, J. Burbage regarding Celsius motion for payment of administrative claim (.2); correspondence w/ J. Burbage, internal working group regarding same (.2).	0.40	552.00
4/18/23	T G	Review/analyze Celsius motion for payment of admin claim and Core counterclaims v Celsius (.9); confer w/ Willkie team re: same (.3); review/analyze Celsius POC (.4).	1.60	3,000.00
4/18/23	A S	Review/analyze proof of claim of April and August secured notes (1.1); corr. w/ J. Burbage	1.20	1,038.00

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		and C. Damast re: same (.1).		
4/18/23	JHB	Correspondence w/ E. Wayne re: Celsius claim amount.	0.20	263.00
4/18/23	E W	Review/analyze Celsius' Motion for Order of Contempt in Celsius' bankruptcy re: proof of claim against Debtors.	0.30	204.00
4/19/23	CAD	Correspondence w/ internal working group regarding Celsius' proof of claim and motion for payment of administrative expense claim (.6); review/analyze same (.2); review/analyze entered order approving Barings proof of claim stipulation (.1).	0.90	1,242.00
4/19/23	E W	Review/analyze entered orders re: Barings stipulation, stipulation re: B. Riley claims, and extension of time to remove civil actions.	0.30	204.00
4/19/23	J B	Review/analyze certain proofs of claim (.6) and corr. with internal team re: same (.3).	0.90	927.00
4/19/23	JHB	Correspondence with J. Brandt and E. Wayne re: Celsius POC.	0.40	526.00
4/21/23	CAD	Correspondence w/ A. Scarcella, J. Burbage regarding chart summarizing April and August notes proofs of claim (.5) and review/analyze same (.3); review/analyze J. Brandt summary of Celsius' various proofs of claim (.3).	1.10	1,518.00
4/21/23	T G	Review/analyze Celsius proofs of claim.	0.60	1,125.00
4/21/23	JHB	Corr. w/ C. Damast re: Convertible Notes POC summary.	0.30	394.50
4/23/23	A S	Corr. w/ internal team re: April/August Secured Notes POCs.	0.10	86.50
4/24/23	CAD	Correspondence w/ A. Scarcella, T. Goren regarding summary of April and August notes proofs of claim (.2) and review/analyze same (.2); review/analyze Debtors' objection to Celsius proofs of claim (1.1); correspondence w/ internal working group regarding same (.2); correspondence w/ E. Wayne regarding same and summary (.3).	2.00	2,760.00
4/24/23	MDA	Correspondence with Willkie team re: debtor objection to Celsius proofs of claim (.1); review/analyze filings re: same (.1).	0.20	263.00
4/24/23	E W	Begin reviewing and analyzing the Debtors' objection to Celsius' proofs of claim.	0.40	272.00

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4/24/23	A S	Review/analyze Debtors' objection to Celsius proof of claim (.3); corr. w/ E. Wayne re: same (.1).	0.40	346.00
4/24/23	T G	Review/analyze summary of convert POCs (.3) and correspondence w/ Willkie team re: same (.1); review/analyze Debtors' objection to Celsius POCs (.9); review/analyze convert docs re: 200x premium issue (1.1).	2.40	4,500.00
4/25/23	E W	Review/analyze the Debtors' objection to Celsius' proofs of claim (2.9); draft summary re: same (1.8); prepare for 4/26 and 4/27 weekly meetings (.5).	5.20	3,536.00
4/25/23	CAD	Correspondence w/ E. Wayne regarding summary of Debtors' objection to Celsius claims (.1) and review/analyze same (.2).	0.30	414.00
4/25/23	M M	Various corr. with Willkie team re: Celsius proofs of claim.	0.90	1,687.50
4/25/23	A S	Review/analyze Debtors' objection to Celsius POC.	0.20	173.00
4/26/23	A S	Corr. w/ UCC professionals re: UCC pleadings w/r/t Celsius' motions, process update, and tomorrow's UCC meeting (.6); draft UCC's statement in support of mediation / objection to Celsius claims (2.4); corr. w/ J. Brandt re: same (.1).	3.10	2,681.50
4/26/23	CAD	Correspondence w/ J. Burbage, R. Berkovich (Weil) regarding 200% payment amount under convertible notes (.2); correspondence w/ J. Burbage, J. Brandt regarding research memo regarding 200% payment amount under convertible notes (.2).	0.40	552.00
4/26/23	T G	Correspondence w/ Debtors and Willkie team re: call on Celsius/GEM claims (.2); review/analyze questions w/ J. Burbage re: convert repayment amount (.4).	0.60	1,125.00
4/26/23	JHB	Coordinate preparation of Celsius materials with E. Wayne.	0.20	263.00
4/26/23	CAD	Correspondence w/ J. Burbage, E. Wayne regarding Celsius power pass through documents.	0.20	276.00
4/26/23	E W	Review/analyze 2020 and 2021 Master Service Agreements with Celsius (.5); attend weekly professionals meeting re: mediation with	0.90	612.00

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4/27/23	CAD	Celsius (.4). Correspondence w/ internal working group regarding 200% repayment issue regarding convertible notes.	0.20	276.00
4/27/23	A S	Update and revise memo regarding 200% noteholder repayment amount (.5); corr. w/ J. Burbage re: POCs of April/August Convertible Notes (.1); corr. w/ J. Burbage re: statement in support of mediation/joinder to Debtors' POC objection (.1); draft statement re: same (.2).	0.90	778.50
4/27/23	B M	Review/analyze Celsius proof of claim (.8); correspondence regarding the Celsius proof of claim with the Debtors (.4); review and comment on memorandum regarding the Celsius proof of claim and Core claims against Celsius (1.2).	2.40	4,920.00
4/27/23	JHB	Circulate materials in advance of Celsius call with Debtors.	0.40	526.00
4/27/23	J B	Draft and revise research memo re: analysis of noteholder repayment premium (4.0); and corr. with internal team re: same (.2).	4.20	4,326.00
4/27/23	M M	Review and revise memo relating to interpretation of April and August convert recovery (1.2); corr. E. Wayne and J. Burbage re: assembly of Celsius contracts (.1); review/analyze Celsius pleadings and proof of claim in prep for meeting with Weil (1.1).	2.40	4,500.00
4/28/23	T G	Review/analyze GEM motion to compel assumption/rejection (.4); call w/ Weil re: Celsius/GEM disputes (.6) and follow-up discussion w/ B. Miller re: same (.4).	1.40	2,625.00
4/28/23	T G	Review/analyze memo re: repayment amount for converts (1.2); correspondence w/ Willkie team re: follow-up research and analysis (.9); call w/ J. Burbage re: same (.3); review/analyze convert documents re: open issues w/ same (1.8).	4.20	7,875.00
4/28/23	A S	Corr. w/ Weil team re: Celsius issues (.5); draft statement in support of Debtors' objection w/r/t same (1.1).	1.60	1,384.00
4/28/23	JBK	Review/analyze memo regarding potential payment claims by convertible noteholders (.5); Internal corr. re: same (.2).	0.70	1,312.50

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4/28/23	A S	Draft statement in support of mediation / joinder re: Celsius POC.	0.60	519.00
4/28/23	M M	Further review/analyze convert docs and research relating to OID and treatment of "Repayment Amount" under convert indentures (.9) and related corr. with Willkie teams (.3).	1.20	2,250.00
4/28/23	JHB	Coordinate follow up call with Weil on 200% noteholder repayment amount.	0.20	263.00
4/28/23	JHB	Prepare for (.6) and attend call (.3) with Debtors professionals re: Celsius litigation and GEM mining.	0.90	1,183.50
4/28/23	J B	Participate in meeting with Debtors' professionals and Committee's professionals re: Celsius and Gem mining issues.	0.50	515.00
4/28/23	M M	Review/analyze Celsius and GEM agreement terms in preparation for call with Weil team (1.3); participate in call with Willkie and Weil on Celsius claims and GEM claims (.5); corr. re: Celsius with Willkie team (.2).	2.00	3,750.00
4/28/23	A S	Research related to 200% noteholder repayment amount (1.8); corr. w/ J. Brandt (.1) and E. Wayne (.2) re: same; review and revise memo re: repayment amount w/r/t OID (2.2).	4.30	3,719.50
4/30/23	A S	Corr. w/ J. Brandt re: 200% noteholder repayment amount issue edits.	0.20	173.00
Sub-Total			103.60	123,709.00

Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
4/3/23	CAD	Correspondence w/ M. Feinberg (Ducera), A. Ambeault regarding file-ready version of Ducera first monthly fee statement (.3); review/analyze same (.2); subsequent correspondence w/ A. Ambeault, B. Miller regarding same and Debtors' views (.3).	0.80	\$	1,104.00
4/3/23	A A	Review/revise Ducera 1st Monthly Fee Statement (.4); prepare, file and serve same (.2).	0.60		324.00
4/6/23	CAD	Correspondence (.4) and discussion (.1) w/ E. Wayne regarding Debtors' professionals'	0.50		690.00

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4/6/23	E W	December and January monthly fee statements. Correspondence with A. Crabtree (Weil) re: Debtors' professionals' fee statements (.4); the following fee statements: Weil first (.2) and second (.2) fee statements, PJT first (.2) and second (.2) fee statements, AlixPartners first fee statement (.2), and Scheef & Stone first (.2), second (.2), and third (.2) fee statements.	1.80	1,224.00
4/18/23	CAD	Correspondence w/ J. Brandt regarding PJT March monthly fee statement (.1) and review/analyze same (.1).	0.20	276.00
4/19/23	A A	Draft updated Ducera monthly fee statement (.5); corr. w/ C. Damast re: same (.1).	0.60	324.00
4/20/23	CAD	Correspondence w/ A. Ambeault regarding draft of Ducera 2nd monthly fee statement (.2) and review/revise same (.4); correspondence w/ A. Ambeault, M. Feinberg (Ducera) regarding same (.4).	1.00	1,380.00
4/20/23	A A	Revise Ducera monthly fee statement per comments from C. Damast (.3); corr. w/ Ducera re: same (.1).	0.40	216.00
4/21/23	CAD	Correspondence w/ M. Feinberg (Ducera) regarding current draft of Ducera's second monthly fee statement (.1) and review/analyze same (.2); correspondence w/ A. Ambeault regarding same (.2).	0.50	690.00
4/25/23	CAD	Correspondence w/ J. Brandt regarding Weil third monthly fee statement (.1) and review/analyze same (.1).	0.20	276.00
4/25/23	E W	Review/analyze Weil's third fee statement (.2); review/analyze PJT's third fee statement (.2).	0.40	272.00
4/28/23	CAD	Correspondence w/ A. Ambeault, internal working group regarding Vinson & Elkins and FTI retention applications (.1) and review/analyze same (.4); correspondence w/ E. Wayne regarding corrected Vinson & Elkins retention application (.1).	0.60	828.00
4/28/23	E W	Review/analyze Vinson & Elkins retention applications.	0.50	340.00
Sub-Total			8.10	7,944.00

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Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
4/2/23	MDA	Analysis of lien stipulation language (.1) and working group correspondence re: same (.1).	0.20	\$	263.00
4/3/23	MDA	Internal Willkie correspondence re: lien investigation stipulations and related matters.	0.20		263.00
4/5/23	MDA	Analysis and review of updated lien stipulation orders (.3); correspondence with J. Burbage, M. Mansfield re: same (.1).	0.40		526.00
4/6/23	MDA	Review/analyze debtor stipulations re: lien.	0.50		657.50
4/6/23	J B	Review/analyze certain DIP issues (.5) and corr. with internal team re: same (.2).	0.70		721.00
4/6/23	E W	Correspondence with J. Korn re: B. Riley DIP.	0.20		136.00
4/7/23	MDA	Analysis and review of updates to lien stipulation from Paul Hastings team, related possessory collateral in U.S. Bank's possession.	0.40		526.00
4/7/23	B M	Review and comment on the stipulations extending the challenge period of the secured creditors (1.2); prepare memorandum regarding the potential claims against the secured creditors (.7).	1.90		3,895.00
4/8/23	MDA	Analysis and review of updates to lien stipulation from Paul Hastings team, related possessory collateral in U.S. Bank's possession (.4); corr. with J. Burbage re: same.	0.50		657.50
4/11/23	MDA	Analysis of revised lien stipulation (.3) and correspondence with Willkie team re: same (0.1).	0.40		526.00
4/12/23	MDA	Analysis of revised lien stipulation (.1) and correspondence with Willkie team re: same (0.1).	0.20		263.00
4/12/23	T G	Review/analyze DIP variance report.	0.40		750.00
4/12/23	M M	Participate in call with Willkie, Ducera and conflicts counsel teams re: Debtor call and conflicts presentation re: DIP.	0.70		1,312.50
4/13/23	MDA	Analysis of lien final stipulation (.2); corr. with Willkie team re: related court motions (.2).	0.40		526.00
4/13/23	CAD	Correspondence w/ J. Shen (Alix) regarding	0.20		276.00

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		Debtors' weekly variance report through 4/7/23 (.1) and review/analyze same (.1).		
4/14/23	MDA	Analysis of lien final stipulation (.2); corr. with Willkie team re: related court motions (.1).	0.30	394.50
4/20/23	CAD	Correspondence w/ J. Shen (Alix) regarding updated DIP budget and weekly variance report (.1) and review/analyze same (.2).	0.30	414.00
4/24/23	B M	Review and comment on the updated DIP budget (.4); correspondence with the Debtor regarding DIP re-payments (.3); prepare memorandum regarding DIP issues including re-payment of the DIP (.4).	1.10	2,255.00
4/26/23	MDA	Analysis of DIP budget, certain UCC statements and related distributions (.2) and correspondence re: Secured Note OID payment amounts with Willkie working group (.1).	0.30	394.50
4/26/23	CAD	Correspondence w/ K. Patel (Ducera), internal working group regarding DIP budget update materials (.1) and review/analyze same (.2).	0.30	414.00
4/27/23	MDA	Corr. w/ Willkie working group re: new debtor mining contracts and related matters (.1) and analysis of same (.1).	0.20	263.00
4/28/23	MDA	Analysis of secured notes repayment memorandum (0.3); corr. w/ Willkie working group re: new debtor mining contracts and related matters (0.2).	0.50	657.50
Sub-Total			10.30	16,091.00

Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
4/4/23	CAD	Correspondence w/ J. Brandt, E. Wayne, Committee members regarding 4/14 bar date reminder.	0.20 \$	276.00
4/5/23	CAD	Participate in weekly call w/ Committee's professionals (matters discussed -- recap of today's call w/ Debtors' professionals; agenda for tomorrow's Committee meeting).	0.20	276.00
4/5/23	T G	Review and revise agenda and materials for UCC call.	0.20	375.00

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4/5/23	B M	Review and comment on the UCC meeting agenda, exhibits and handouts (1.2); discussions with Ducera regarding the UCC meeting agenda (.4).	1.60	3,280.00
4/5/23	M M	Participate in follow up meeting with Willkie, Ducera and conflicts counsel re: Debtor developments call and agenda for UCC call.	0.60	1,125.00
4/6/23	CAD	Prepare for (.2) and participate in (.3) weekly Committee call (matters discussed -- real estate asset sales update; Debtors' contemplated motion to extend exclusivity; lien investigation stipulation update; Ducera update).	0.50	690.00
4/6/23	T G	Prepare for (.1) and participate on (.3) Committee call re: case update re: exclusivity, asset sales; review/analyze Ducera materials for call (.2).	0.60	1,125.00
4/6/23	JHB	Prepare for (.2) and attend (.3) weekly Committee meeting re: exclusivity, asset sales	0.50	657.50
4/6/23	B M	Preparation (.5) and participation in (.3) the UCC meeting to discuss exclusivity, asset sales.	0.80	1,640.00
4/6/23	M M	Prepare for (.2) and attend (.3) weekly meeting with UCC participants re: real estate sales, employment matters.	0.50	937.50
4/6/23	E W	Attend UCC meeting re: sales process.	0.20	136.00
4/12/23	CAD	Participate in weekly call w/ Committee professionals (matters discussed -- recap of today's call w/ Debtors' professionals and draft agenda for tomorrow's Committee meeting) (.2); correspondence w/ L. Webb (Gray Reed), Committee members regarding claims investigation presentation (.1) and review/analyze same (.2); correspondence w/ internal working group regarding 4/14 bar date reminder and debtor entity name issues (.3); correspondence w/ J. Burbage, Committee members regarding same (.2).	1.00	1,380.00
4/12/23	T G	Review and revise correspondence w/ UCC re: bar date (.1) and review/revise agenda for UCC call (.3).	0.40	750.00
4/12/23	B M	Review and comment on the UCC meeting agenda, exhibits and handouts (1.3); discussions with Ducera regarding the UCC meeting agenda	1.70	3,485.00

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4/12/23	JHB	(.4). Corr. w/ Committee re: bar date issues.	0.60	789.00
4/13/23	J H	Attend weekly UCC meeting re: business plan, asset sales.	0.40	650.00
4/13/23	B M	Preparation (.3) and participation in (.4) the UCC meeting to discuss business plan, asset sales.	0.70	1,435.00
4/13/23	CAD	Prepare for (.3) and participate in (.4) weekly Committee meeting (matters discussed -- real estate sale process update; official equity committee retention of professionals; business plan update; Gray Reed claims investigation presentation; recently filed motions).	0.70	966.00
4/13/23	M M	Participate in weekly UCC update meeting re: asset sales, current motions and presentation of possible claims against B. Riley from conflicts counsel.	0.40	750.00
4/13/23	T G	Prepare for (.3) and participate on (.4) Committee call re: liquidity/case update and follow-up discussion w/ Willkie team re: open research projects (.2); review/analyze Ducera liquidity update for UCC (.3).	1.20	2,250.00
4/13/23	JHB	Prepare for (.3) and attend (.4) weekly Committee call re: liquidity, real estate, equity committee, Gray Reed presentation.	0.70	920.50
4/13/23	J B	Prepare for (.1) and participate in (.4) meeting with Committee and Committee advisors re: update on DIP investigation, real estate sale process, and other case updates.	0.50	515.00
4/13/23	E W	Attend UCC weekly meeting re: result of Gray Reed investigation.	0.40	272.00
4/13/23	A S	Corr. w/ UCC re: filed motions, business plan, real estate, and lien investigation.	0.40	346.00
4/19/23	CAD	Participate in weekly call w/ Committee professionals (matters discussed -- recap of today's call w/ Debtors' professionals; agenda for tomorrow's Committee meeting).	0.20	276.00
4/19/23	T G	Review/revise agenda for UCC call.	0.20	375.00
4/20/23	J H	Attend weekly UCC meeting re: business plan, asset sales (in part).	0.40	650.00
4/20/23	CAD	Prepare for (.1) and participate in (.6) weekly	0.70	966.00

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		Committee meeting (matters discussed -- real estate sales process update; recently filed motions; discussion w/ official equity committee professionals; Ducera update).		
4/20/23	M M	Prepare for (.2) and participate in (.6) weekly meeting with UCC members, Ducera and Willkie (discussion re: issues re: asset sales and business plan development).	0.80	1,500.00
4/20/23	T G	Prepare for (.4) and participate on (.6) Committee call re: update on business plan, real estate sales, plan; review/analyze Ducera materials for call (.3).	1.30	2,437.50
4/20/23	JHB	Prepare for (.2) and attend weekly Committee call re: real estate sales, OEC update, recently filed pleadings (.6).	0.80	1,052.00
4/20/23	B M	Preparation (.3) and attendance at (.6) the UCC meeting to discuss business plan, asset sales; call with J. Mayer regarding the exclusivity motion (.3).	1.20	2,460.00
4/20/23	J B	Participate in meeting with Committee and Committee advisors re: update on real estate sale process and other case updates (in part).	0.50	515.00
4/25/23	T G	Call w/ B. Oberg (Hain) re: case update questions.	0.50	937.50
4/26/23	CAD	Participate in weekly call w/ Committee professionals (matters discussed -- recap of today's call w/ Debtors' professionals; agenda for tomorrow's Committee meeting).	0.50	690.00
4/26/23	E W	Prepare for 4/27 UCC meeting.	0.20	136.00
4/26/23	T G	Review and revise agenda for UCC call.	0.20	375.00
4/26/23	M M	Participate in weekly meeting with Ducera and Willkie teams in prep for Committee client call (agenda, Celsius follow up, DIP budget and loan, asset sales).	0.50	937.50
4/26/23	J B	Participate in call with Committee professionals re: business plan, pending motions (.5); prepare materials for Committee meeting (.6).	1.10	1,133.00
4/27/23	CAD	Prepare for (.2) and participate in (.4) weekly Committee meeting (matters discussed -- Committee statement in support of exclusivity extension; Debtors' objection to Celsius' proofs	0.70	966.00

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		of claim and request for mediation; Ducera update); correspondence w/ P. Trompeter (Sphere) regarding Committee statement in support of exclusivity extension (.1).		
4/27/23	A S	Prepare for (.1) and meeting w/ UCC members, professionals, and WFG internal team re: exclusivity extension statement and operations update (.4).	0.50	432.50
4/27/23	J H	Weekly meeting w/ UCC members re: business plan, pending motions.	0.40	650.00
4/27/23	T G	Prepare for (.2) and participate on (.4) Committee call re: exclusivity, financial update; review Ducera materials for UCC call (.4).	1.00	1,875.00
4/27/23	B M	Preparation (.7) and attendance at (.4) the UCC meeting to discuss business plan, pending motions; call with R. Holmes regarding case status (.3).	1.40	2,870.00
4/27/23	JHB	Prepare for (.1) and attend weekly call with Committee (.4) re: business plan, pending motions.	0.50	657.50
4/27/23	J B	Participate in call with Committee and Committee advisors re: exclusivity statement, business update, and other case updates.	0.40	412.00
4/27/23	M M	Prepare for (.1) and participate in (.4) weekly meeting with UCC, Ducera and Willkie re: exclusivity motion, Celsius objection, Ducera update; communications with Willkie team re: same (.2).	0.70	1,312.50
4/27/23	E W	Attend weekly UCC meeting re: drafts of pleadings, business plan.	0.30	204.00
Sub-Total			30.00	48,846.50

Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
4/5/23	J B	Draft and revise plan negotiations presentation/materials re: key stakeholders.	0.50	\$ 515.00
4/6/23	JHB	Review and provide comments to A. Scarcella re: Committee statement on exclusivity extension request (2.0); corr. w/ Paul Hastings	3.30	4,339.50

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		team re: same. (.4).		
4/6/23	E W	Review/analyze Debtors' draft motion to extend exclusive period.	0.30	204.00
4/7/23	CAD	Correspondence w/ D. Dudama (Weil) regarding draft of Debtors' motion to extend exclusivity (.1) and review/analyze same (.4); correspondence w/ E. Wayne regarding summary of same (.1).	0.60	828.00
4/10/23	CAD	Correspondence w/ A. Scarcella regarding Debtors' draft motion to extend exclusivity periods (.1) and review/revise summary of same (.2); correspondence w/ E. Wayne regarding as-filed Debtors' exclusivity extension motion (.1); correspondence w/ internal working group regarding same and need for statement in support (.2).	0.60	828.00
4/10/23	T G	Review/analyze Debtors' exclusivity motion.	0.30	562.50
4/10/23	E W	Review/analyze exclusivity motion.	0.20	136.00
4/11/23	CAD	Correspondence w/ internal working group regarding outline of Committee's statement in support of Debtors' exclusivity extension motion.	0.30	414.00
4/11/23	T G	Review/analyze Debtors' motion to extend exclusivity (.4) and correspondence w/ Willkie team re: statement re: same (.3).	0.70	1,312.50
4/11/23	JHB	Corr. w/ A. Scarcella and J. Brandt re: exclusivity motion draft.	0.20	263.00
4/12/23	J B	Revise plan negotiations overview.	0.20	206.00
4/13/23	JHB	Review and comment on plan negotiations presentation, materials re: key stakeholders.	1.40	1,841.00
4/13/23	CAD	Review/revise plan negotiations/key parties guide (2x) (1.7); correspondence w/ A. Scarcella, J. Burbage, internal working group regarding same and comments (.6).	2.30	3,174.00
4/13/23	A S	Corr. w/ J. Burbage and J. Brandt re: plan negotiations presentation, materials re: key stakeholders and repayment amount research (.2); review and revise same (.9).	1.10	951.50
4/14/23	CAD	Review and revise draft of plan negotiations presentation regarding major stakeholders.	0.50	690.00

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4/17/23	CAD	Review and revise current draft of plan negotiations presentation for all major stakeholders (2x) (1.4); correspondence w/ E. Wayne regarding same and comments/revisions (.3); correspondence w/ J. Burbage, E. Wayne regarding final revisions to same (.3).	2.00	2,760.00
4/17/23	E W	Revise plan negotiations reference presentation re: key parties.	1.20	816.00
4/17/23	J B	Finalize plan negotiations presentation re: key stakeholders (1.0); and multiple internal corr. re: same (.2).	1.20	1,236.00
4/17/23	JHB	Provide E. Wayne comments re: plan negotiations presentation re: key stakeholders.	0.40	526.00
4/18/23	T G	Review/analyze key parties plan negotiations memo.	1.30	2,437.50
4/21/23	R S	Assist w/ bluebooking re: plan issues.	2.00	630.00
4/24/23	B M	Review and comment on the UCC statement in support of the Exclusivity Motion.	0.40	820.00
4/24/23	J B	Draft statement from Committee in support of Debtors' request to extend exclusive periods (5.5); conduct research re: same (1.0); multiple corr. w/ Willkie team re: same (.2).	6.70	6,901.00
4/25/23	A S	Review/analyze UCC statement in support of exclusivity.	0.30	259.50
4/25/23	CAD	Correspondence w/ internal working group regarding Committee's draft statement in support of Debtors' motion to extend exclusivity (.2) and review/analyze same (.2); correspondence w/ J. Brandt, J. Burbage regarding same (.4).	0.80	1,104.00
4/25/23	T G	Review and revise draft exclusivity statement.	0.70	1,312.50
4/25/23	JHB	Review/analyze J. Brandt draft of statement in support of exclusivity (.4); provide comments to J. Brandt on Committee's statement in support of exclusivity (3.2).	3.60	4,734.00
4/25/23	J B	Revise Committee statement in support of exclusivity motion (3.2) and multiple corr. w/ Willkie team re: same (.4).	3.60	3,708.00
4/26/23	CAD	Review and revise Committee statement in support of Debtors' exclusivity motion (.8); various correspondence w/ internal working	1.70	2,346.00

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		group regarding same and comments/next steps (.5); discuss same w/ T. Goren (.1); correspondence w/ K. Patel (Ducera) regarding comments to same (.1) and review/analyze same (.2).		
4/26/23	T G	Review and revise further updated draft of Committee exclusivity statement (.4); review/analyze Ducera comments to same (.2).	0.60	1,125.00
4/26/23	JHB	Review/analyze Ducera comments to draft statement in support of exclusivity.	0.30	394.50
4/27/23	CAD	Review and revise Committee statement in support of Debtors' exclusivity motion (.4); discuss same w/ J. Brandt (.1); correspondence w/ internal working group regarding same and additional comments (.3); correspondence w/ J. Brandt, Weil team regarding same (.1).	0.90	1,242.00
4/27/23	T G	Review/analyze UCC member comments to exclusivity statement (.2) and review and revise statement re: same (.4).	0.60	1,125.00
4/27/23	JHB	Review changes to draft statement in support of exclusivity based on client feedback (.3); coordinate distribution of same with Weil (.2).	0.50	657.50
4/27/23	J B	Draft and revise Committee's statement in support of Debtors' motion to extend exclusivity	1.10	1,133.00
Sub-Total			42.40	51,532.50

Real Estate

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
4/5/23	M M	Review/analyze indications of interest for sales to verify description to UCC at meeting and contingency issues therein.	0.70	\$	1,312.50
4/7/23	CAD	Correspondence w/ N. Warier (PJT) regarding indication of interest for Muskogee facility (.1) and review/analyze same (.2).	0.30		414.00
4/17/23	B M	Review and comment on the offers for the Debtors' excess real estate (.9); correspondence with Ducera regarding the excess real estate (.4); review and comment on the mechanics liens on the excess real estate (.5).	1.80		3,690.00

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4/19/23	CAD	Correspondence w/ J. Burbage, E. Wayne regarding Debtors' real estate holdings and details.	0.40	552.00
4/19/23	T G	Review/analyze summary of Core real estate holdings.	0.40	750.00
4/19/23	JHB	Correspondence w/ E. Wayne re: Company's real estate holdings.	0.30	394.50
4/19/23	E W	Review/analyze the Debtors' schedules of assets and liabilities re: real property.	1.40	952.00
4/20/23	E W	Attend weekly UCC call re: real estate plan.	0.40	272.00
4/20/23	CAD	Correspondence w/ E. Wayne regarding chart of Debtors' owned and leased property (.1) and review/analyze same (.3); subsequent correspondence w/ internal working group regarding same (.2).	0.60	828.00
Sub-Total			6.30	9,165.00

Relief from Stay and Adequate Protection

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
4/12/23	E W	Review/analyze North Mills motion for relief from the automatic stay.	0.50	\$	340.00
4/13/23	CAD	Correspondence w/ E. Wayne regarding summary of North Mill stay relief motion regarding certain equipment (.1) and review/analyze same (.1).	0.20		276.00
Sub-Total			0.70		616.00

Reporting

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
4/1/23	E W	Review/analyze Debtors' monthly operating reports for February.	0.30	\$	204.00
4/1/23	CAD	Correspondence w/ E. Wayne, Ducera team regarding Debtors' February operating reports.	0.10		138.00
4/3/23	CAD	Correspondence w/ K. Patel (Ducera) regarding	0.10		138.00

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4/30/23	E W	Debtors' February monthly operating report. Review/analyze the Debtors' March monthly operating reports and amended January and February operating reports.	1.00	680.00
Sub-Total			1.50	1,160.00

Claims Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
4/4/23	M M	Participate in call with UCC re: questions on claims investigation re: Riley payments and scope of investigation (.4); conf. with B. Miller and J. Korn re: same (.1).	0.50	\$ 937.50
4/6/23	M M	Corr. w/ B. Miller and J. Korn re: memo draft re: claims investigation (.2) and follow up communications w/ team re: same (.4); review draft memo from conflicts counsel re: possible claims against B. Riley (.6).	1.20	2,250.00
4/7/23	CAD	Correspondence w/ L. Webb (Gray Reed) regarding draft of claims investigation presentation to Committee (.1) and review/analyze same (.4).	0.50	690.00
4/10/23	T G	Review/analyze Gray Reed report re: B. Riley claims.	1.30	2,437.50
4/11/23	CAD	Correspondence w/ J. Burbage, B. Miller regarding draft of Gray Reed claims investigation report for Committee (.3); discuss proposed revisions w/ B. Miller (.1).	0.40	552.00
4/11/23	T G	Review/analyze Gray Reed report re: B. Riley (.7); call w/ Gray Reed re: same (.7).	1.40	2,625.00
4/11/23	JHB	Review/analyze B. Riley claims investigation memo (.9) and discussion with T. Goren re: same (.4).	1.30	1,709.50
4/12/23	CAD	Correspondence w/ L. Webb (Gray Reed), Choate team regarding claims investigation of stipulations in final DIP order and request to extend challenge deadline.	0.20	276.00
4/12/23	T G	Review/analyze updated draft of Gray Reed investigation report (.6); correspondence w/ Gray Reed and Choate re: challenge deadline	0.90	1,687.50

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		(.3).		
4/13/23	CAD	Review/analyze final version of Gray Reed claims investigation presentation to Committee.	0.20	276.00
4/13/23	M M	Review/analyze final claims analysis memo re: B. Riley sent by Gray Reed to Choate.	0.50	937.50
4/13/23	JHB	Draft email to A. Burbridge (Weil) re: replacement mechanics lien question.	0.40	526.00
4/14/23	T G	Review/analyze B. Riley claim extension stip.	0.30	562.50
4/17/23	JHB	Call with A. Burbridge (Weil) re: replacement mechanics lien question (.4); draft summary re: same for Willkie team (.3).	0.70	920.50
4/19/23	CAD	Review/analyze entered stipulation and order approving claims investigation stipulation w/ B. Riley.	0.10	138.00
4/21/23	A A	Bluebook and cite check memo on Repayment Premium.	0.80	432.00
4/21/23	J B	Draft and revise research memorandum re: convertible notes' repayment premium	2.10	2,163.00
4/22/23	J B	Draft and revise research memo re: convertible notes' repayment premium and other issues	3.10	3,193.00
4/24/23	JHB	Review and revise various sections of the convertible notes repayment amount memorandum and supporting case law.	5.40	7,101.00
4/25/23	JHB	Review and revise to various sections of the repayment amount memorandum.	1.90	2,498.50
4/26/23	JHB	Review and revise memorandum re: arguments i/c/w 200% repayment amount (5.7); correspondence w/ J. Brandt re: same (.3).	6.00	7,890.00
4/27/23	E W	Revise memo re: repayment of noteholder debt.	0.70	476.00
4/27/23	JHB	Draft factual background section for 200% noteholder repayment memo (1.7); provide additional comments to memo for J. Brandt (.9); review/analyze J. Brandt comments to memo and coordinate circulation to internal team (.4).	3.00	3,945.00
4/28/23	CAD	Review/analyze research memo on 200% repayment issues regarding convertible notes (.9); correspondence w/ internal working group regarding same and next steps/additional research issues (.9); correspondence w/ Weil team, internal working group regarding same and scheduling call (.3).	2.10	2,898.00

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4/28/23	JHB	Call with T. Goren re: draft 200% noteholder repayment amount memorandum (.4); corr. w/ T. Goren email re: next steps and follow up research questions (.5); call with J. Brandt re: next steps and follow up research questions (.3).	1.20	1,578.00
Sub-Total			36.20	48,700.00

Lien Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
4/1/23	CAD	Correspondence w/ J. Brandt, J. Burbage regarding draft of stipulation regarding Committee lien investigation/Debtors' stipulations under final DIP order regarding prepetition secured parties (.4) and review/revise same (.9); correspondence w/ J. Brandt regarding comments/revisions to same and next steps (.2); correspondence w/ J. Brandt, internal working group regarding same (.1).	1.60 \$	2,208.00
4/1/23	JHB	Provide J. Brandt with comments to draft stipulation re: lien challenges (.6); correspondence with J. Brandt and C. Damast re: same (.4).	1.00	1,315.00
4/1/23	J B	Revise stipulation re: Committee lien investigation (1.0); multiple corr. with C. Damast and J. Burbage re: same (.3); conduct research re: certain lien issue (.8)	2.10	2,163.00
4/2/23	JHB	Correspondence with T. Goren and J. Brandt re: challenge period stipulation extension.	0.50	657.50
4/2/23	T G	Review/revise updated draft challenge stipulation (.4) and correspondence w/ Willkie team re: same (.2).	0.60	1,125.00
4/2/23	J B	Draft and revise stipulation re: Committee lien investigation results (.6) and corr. with internal team re: same (.2).	0.80	824.00
4/3/23	CAD	Review/analyze current draft of lien investigation stipulation among Debtors, Committee, and prepetition secured parties (2x) (.3); various correspondence w/ internal	1.40	1,932.00

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		working group regarding same and revisions/next steps (.7); correspondence w/ J. Brandt, Debtors' and prepetition lenders' counsel regarding same (.2); correspondence w/ J. Brandt, internal working group regarding Agent's counsel's view of same (.2).		
4/3/23	JHB	Review/analyze J. Brandt comments to lien stipulation (.3); call with agent counsel re: extension (.4); correspondence with J. Brandt re: effect of stipulation order (.4).	1.10	1,446.50
4/3/23	T G	Correspondence w/ Willkie/Paul Hastings teams re: agent execution of stipulation.	0.30	562.50
4/3/23	J B	Revise lien investigation stipulation (1.2); multiple corr. with internal team and other stipulation parties re: same (.7).	1.90	1,957.00
4/4/23	CAD	Correspondence w/ internal working group regarding status of lien investigation stipulation w/ Debtors and prepetition lenders.	0.10	138.00
4/5/23	CAD	Correspondence w/ E. Gilad (Paul Hastings), internal working group regarding noteholder ad hoc group comments to lien challenge stipulation (.1) and review/analyze same (.2); correspondence w/ internal working group regarding same and proposed additional comments to same (.3) and review/analyze same (.2).	0.80	1,104.00
4/5/23	JHB	Review/analyze lien stipulation (.3); internal correspondence re: same (.5); revise draft stipulation (.2).	1.00	1,315.00
4/5/23	M M	Review/analyze stipulation from Paul Hastings (.2) and J. Burbage summary of same (.1); corr. with comments and questions re: same with J. Burbage, B. Miller, M. Arena and T. Goren (.3); review/analyze revised draft of stipulation (.3).	0.90	1,687.50
4/6/23	CAD	Correspondence w/ internal working group regarding additional comments to lien investigation stipulation w/ noteholder ad hoc group (.4); correspondence w/ J. Burbage, Paul Hastings regarding same (.2).	0.60	828.00
4/6/23	A S	Corr. w/ UCC members and professionals re: real estate, lien investigation, operations, and upcoming motions (.5); corr. w/ J. Brandt re:	1.50	1,297.50

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		Paul Hastings stipulation (.1); corr. w/ J. Burbage re: same (.1); review and revise Paul Hastings stipulation (.8).		
4/6/23	T G	Review/analyze Paul Hastings comments to investigation stip (.4) and further revised UCC draft (.3).	0.70	1,312.50
4/6/23	JHB	Provide comments to Paul Hastings markup of lien investigation slide.	0.40	526.00
4/7/23	CAD	Correspondence w/ J. Brandt, internal working group regarding status of lien investigation stipulation w/ convertible noteholders (.2); correspondence w/ J. Lau (Paul Hastings) regarding same and additional comments (.1) and review/analyze same (.1); subsequent correspondence w/ J. Brandt regarding same (.2).	0.60	828.00
4/7/23	T G	Review/analyze lenders further revised draft of lien investigation stip.	0.40	750.00
4/7/23	JHB	T/c with J. Brandt re: lien investigation stipulation challenge period extension (.2); correspondence with Paul Hastings and Shipman teams re: same (.2).	0.40	526.00
4/7/23	J B	Draft and revise lien investigation stipulation (1.7); multiple corr. with Committee advisors and stipulation parties re: same (1.0).	2.70	2,781.00
4/8/23	JHB	Review/analyze Paul Hastings comments to lien stipulation (.2) and corr. w/ M. Arena regarding same (.1).	0.30	394.50
4/10/23	CAD	Correspondence w/ M. Arena, internal working group regarding lien investigation stipulation w/ convertible noteholders and suggested changes (.3); correspondence w/ J. Brandt, Paul Hastings team regarding same (.3); review/analyze current draft of same (.2).	0.80	1,104.00
4/10/23	T G	Review/analyze further updated draft of challenge stipulation w/ converts.	0.30	562.50
4/10/23	JHB	Coordinate finalization of lien investigation stipulation with J. Brandt and M. Arena (.3); review Paul Hastings comments to lien investigation stipulation (.2) and draft update to internal Willkie team (.1).	0.60	789.00
4/11/23	CAD	Correspondence w/ J. Brandt, Weil team regarding current draft of lien investigation	0.40	552.00

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4/11/23	T G	stipulation w/ convertible noteholders. Review/analyze proposed filing version of challenge stipulation (.2) and correspondence w/ Willkie team and other parties re: same (.1).	0.30	562.50
4/11/23	JHB	Coordinate filing of lien investigation stipulation with Weil.	0.60	789.00
4/11/23	A A	Assist w/ preparation of filing of stipulation extending lien investigation period.	3.50	1,890.00
4/11/23	B M	Preparation and participation in the meeting with Gray Reed regarding potential lien challenges (1.2); prepare memorandum regarding open issues for the lien challenges (.4).	1.60	3,280.00
4/11/23	J B	Revise lien investigation stipulation (1.0); coordinate execution of lien investigation stipulation (1.8) and multiple corr. w/ Weil, Willkie teams re: same (.8).	3.60	3,708.00
4/12/23	CAD	Correspondence w/ A. Ambeault regarding as-filed lien investigation stipulation w/ convertible noteholders.	0.10	138.00
4/12/23	JHB	Correspondence with A. Ambeault re: lien investigation stipulation finalization.	0.10	131.50
4/12/23	A A	Prepare, file and serve UCC Lien Investigation stipulation.	0.40	216.00
4/12/23	E W	Review/analyze stipulation re: lien challenges.	0.20	136.00
4/14/23	CAD	Correspondence w/ L. Webb (Gray Reed), H. Foushee (Choate) regarding agreement on extension of deadline to challenge certain claims against B. Riley (.2); correspondence w/ L. Webb (Gray Reed), Choate, Weil teams regarding draft stipulation memorializing same (.3) and review/analyze same (.2); correspondence w/ J. Brandt regarding entry of Committee's lien challenge stipulation w/ convertible noteholders (.1) and review/analyze same (.1).	0.90	1,242.00
Sub-Total			35.10	42,779.00

Other Motions/Applications

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
4/5/23	A S	Review/analyze employee wages motion.	0.30	\$	259.50
4/7/23	CAD	Correspondence w/ A. Crabtree (Weil) regarding draft of Debtors' motion to approve Sullivan (proposed new President) employment agreement (.1) and review/analyze same and exhibits (.4).	0.50		690.00
4/10/23	CAD	Correspondence w/ A. Crabtree (Weil), internal working group regarding Debtors' draft motion to approve Sullivan employment agreement (.3); subsequent correspondence w/ B. Miller, J. Burbage regarding same (.3); correspondence w/ A. Scarcella regarding summary of same (.2) and review/revise same (.2); correspondence w/ J. Mezzatesta (Weil) regarding draft of Debtors' motion to authorize D&O insurers to advance defense costs (.1); correspondence w/ A. Scarcella, Ducera team regarding same (.1); correspondence w/ A. Scarcella regarding same (.1) and review/analyze summary of same (.1); correspondence w/ internal working group regarding same and next steps (.2).	1.60		2,208.00
4/10/23	E W	Review/analyze motion to employ Adam Sullivan.	0.20		136.00
4/10/23	T G	Review/analyze motion to hire A Sullivan as president.	0.60		1,125.00
4/10/23	A S	Review, analyze, and summarize A. Sullivan employment agreement and employment agreement motion, exclusivity extension motion, and 365(d)(4) motion (2.0); corr. w/ J. Brandt re: same (.1); corr. w/ J. Burbage and C. Damast re: same (.1); review/analyze Debtors' motion re: D&O comfort order (.5).	2.70		2,335.50
4/10/23	JHB	Review/analyze drafts of exclusivity motion, 365d4 motion, D&O comfort motion and Sullivan Employment Agreement Motion (1.2); corr. w/ Willkie team re: language in proposed form of orders (.4).	1.60		2,104.00
4/11/23	CAD	Review/analyze Debtors' draft motion to authorize D&O insurers to advance defense costs for defendants in pending securities class	0.40		552.00

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4/11/23	A S	action. Review/analyze precedent SDTX comfort orders w/r/t Debtors' directors/officers insurance motion (.6); corr. w/ J. Burbage re: same (.1); review/revise memo re: noteholder repayment amount (.2).	0.90	778.50
4/12/23	CAD	Review and revise summaries of various recently-filed and upcoming Debtors' motions (.8); correspondence w/ E. Wayne, J. Burbage regarding same, comments, and next steps (.4); correspondence w/ internal working group regarding Debtors' D&O insurance proceeds motion (.4).	1.60	2,208.00
4/12/23	A S	Corr. w/ UCC advisors and internal team re: lien investigation, tomorrow's UCC meeting, and upcoming motions (.2); review/analyze D&O insurance policies (.1).	0.30	259.50
4/12/23	T G	Review/analyze D&O proceeds motion (.6) and review/analyze D&O policy docs (.7).	1.30	2,437.50
4/12/23	JHB	Correspondence with J. Hardy re: D&O insurance / lift stay motion issues.	0.40	526.00
4/28/23	CAD	Correspondence w/ Weil team, internal working group regarding Gem Mining motion to compel assumption or rejection of contracts and next steps.	0.30	414.00
Sub-Total			12.70	16,033.50

Willkie Fee Statements and Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
4/7/23	CAD	Review and revise draft of Willkie second monthly fee statement and exhibits (.8); correspondence w/ A. Ambeault regarding same and comments (.3).	1.10 \$	1,518.00
4/7/23	A A	Draft Willkie 2nd Monthly Fee Statement.	1.10	594.00
4/10/23	CAD	Review and revise Willkie February monthly fee statement (.3); discuss same, revisions, and next steps w/ A. Ambeault (.2); correspondence w/ A. Ambeault regarding same (.3);	1.10	1,518.00

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		subsequent correspondence w/ A. Ambeault, internal working group regarding same and clearance for service (.3).		
4/10/23	A A	Finalize Willkie Monthly Fee Statement for service (.1); corr. w/ C. Damast re: same (.2).	0.30	162.00
4/11/23	CAD	Correspondence w/ internal working group regarding Willkie first monthly fee statement.	0.10	138.00
4/24/23	CAD	Correspondence w/ A. Ambeault regarding time detail for Willkie March monthly fee statement.	0.20	276.00
4/28/23	CAD	Review and revise Willkie March monthly fee statement and exhibits (.5); correspondence (.1) and discussion (.2) w/ A. Ambeault regarding same.	0.80	1,104.00
4/28/23	A A	Draft Willkie 3rd monthly fee statement (.8); corr. w/ C. Damast re: same (.2); revise same (.1); prepare and serve same (.1).	1.20	648.00
Sub-Total			5.90	5,958.00

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
GOREN, TODD	39.60	\$	1,875.00	\$	74,250.00
HARDY, JENNIFER	4.20		1,625.00		6,825.00
KORN, JEFFREY B.	1.70		1,875.00		3,187.50
MANSFIELD, MELAINIE	19.80		1,875.00		37,125.00
MILLER, BRETT	22.10		2,050.00		45,305.00
DAMAST, CRAIG A.	63.20		1,380.00		87,216.00
ARENA, MICHAEL D.	4.90		1,315.00		6,443.50
BRANDT, JOSEPH	43.40		1,030.00		44,702.00
BURBAGE, JAMES H.	50.80		1,315.00		66,802.00
SCARCELLA, ANTHONY	35.60		865.00		30,794.00
WAYNE, ELIZABETH	41.10		680.00		27,948.00
AMBEAULT, ALISON	8.90		540.00		4,806.00
SASSO, ROHAN	2.60		315.00		819.00

Professional Fees

\$ 436,223.00

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Disbursements and Other Charges**Amount**

Teleconferencing	\$ 0.59
Local Meals	69.04
Data Acquisition	<u>1,696.04</u>

Disbursements and Other Charges1,765.67**Total this Invoice**\$ 437,988.67

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22313194
Client/Matter No. 132233.00001
May 18, 2023

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 37th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED

through April 30, 2023 as set forth in the
attached detail

Asset Analysis and Recovery	\$	4,171.00
Assumption and Rejection of Leases and Contracts	\$	4,713.50
Business Operations	\$	8,251.50
Case Administration	\$	46,552.50
Claims Administration and Objections	\$	123,709.00
Employment and Fee Applications	\$	7,944.00

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH
CITIBANK, N.A.
ABA NUMBER: [REDACTED]
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP
ACCOUNT NUMBER: [REDACTED]
INTERNATIONAL SWIFT NUMBER: [REDACTED]
REFERENCE: 132233 00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Financing and Cash Collateral	\$	16,091.00
Meetings and Communications with Creditors	\$	48,846.50
Plan and Disclosure Statement	\$	51,532.50
Real Estate	\$	9,165.00
Relief from Stay and Adequate Protection	\$	616.00
Reporting	\$	1,160.00
Claims Investigation	\$	48,700.00
Lien Investigation	\$	42,779.00
Other Motions/Applications	\$	16,033.50
Willkie Fee Statements and Applications	\$	5,958.00
Disbursement and other Charges	\$	1,765.67
Total this Invoice	\$	<u>437,988.67</u>

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH

CITIBANK, N.A.

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 132233 00001

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Exhibit B

**Fifth Monthly Fee Statement
for the Period from May 1, 2023 through May 31, 2023**

Objection Deadline: July 5, 2023

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
CORE SCIENTIFIC, INC. <i>et al.</i> , ¹)	Case No. 22-90341 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF WILLKIE FARR & GALLAGHER LLP'S
FIFTH MONTHLY FEE STATEMENT FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD MAY 1, 2023 THROUGH MAY 31, 2023**

Name of Applicant:	Willkie Farr & Gallagher LLP	
Applicant's Role in Case:	Counsel for the Official Committee of Unsecured Creditors	
Date Retention Order Signed:	March 10, 2023 [Docket No. 664]	
	Beginning of Period:	End of Period:
Time Period Covered by this Statement:	May 1, 2023	May 31, 2023
Summary of Total Fees and Expenses Requested		
Total Fees Requested in this Statement:	\$397,075.20 (80% of \$496,344.00 ²)	
Total Expenses Requested in this Statement:	\$4,361.26	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

² This amount reflects a \$5,472.00 reduction for time entry review.

Total Fees and Expenses Requested in this Statement (inclusive of 20% holdback):	\$500,705.26
Summary of Attorney Fees Incurred	
Total Attorney Fees Incurred in this Statement:	\$492,964.50
Total Actual Attorney Hours Covered by this Statement:	352.5
Average Hourly Rate for Attorneys:	\$1,398.48
Summary of Paraprofessional Fees Incurred	
Total Paraprofessional Fees Incurred in this Statement:	\$3,379.50
Total Actual Paraprofessional Hours Covered by this Statement:	10.0
Average Hourly Rate for Paraprofessionals:	\$337.95

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541], each party receiving notice of the monthly fee statement will have 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Interim Compensation Order”) [Docket No. 541], Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the official committee of unsecured creditors (the “Committee”), hereby submits its *Fifth Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from May 1, 2023 through May 31, 2023* (the “Monthly Fee Statement”).

1. By this Monthly Fee Statement, and pursuant to the Interim Compensation Order, Willkie seeks payment of \$397,075.20 (80% of \$496,344.00) as compensation for professional services rendered to the Committee during the period from May 1, 2023 through May 31, 2023 (the “Fee Period”) and \$4,361.26 for reimbursement of actual and necessary expenses during the Fee Period, for a total of \$401,436.46.

2. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie partners, counsel, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories Willkie established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Willkie incurred \$496,344.00 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Willkie seeks reimbursement for 80% of such fees (\$397,075.20).
- **Exhibit B** is a schedule providing certain information regarding the Willkie attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and

paraprofessionals of Willkie have expended a total of 362.5 hours in connection with these chapter 11 cases during the Fee Period.

- **Exhibit C** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Willkie's out-of-pocket expenses.
- **Exhibit D** consists of Willkie's records of fees and expenses incurred during the Fee Period in connection with the rendition of professional services to the Committee.

3. Pursuant to the Interim Compensation Order, any party objecting to the payment of the interim compensation and reimbursement of expenses requested by this Monthly Fee Statement shall, within fourteen (14) days of service of this Monthly Fee Statement, serve via email to Willkie Farr & Gallagher LLP, Attn: Brett H. Miller, Esq., Todd M. Goren, Esq., James H. Burbage, Esq. and Joseph Brandt, Esq. (bmiller@willkie.com; tgoren@willkie.com; j Burbage@willkie.com; and jbrandt@willkie.com), and the following other Fee Notice Parties (as defined in the Interim Compensation Order) a written notice setting forth with reasonable detail the nature of the objection and the amount at issue (the "Notice of Objection to Monthly Fee Statement"):

- (a) the Debtors, c/o Core Scientific, Inc., Attn: Todd DuChene, Esq. (tduchene@corescientific.com);
- (b) Counsel for the Debtors, Weil, Gotshal & Manges LLP, Attn: Ray C. Schrock, P.C., Ronit Berkovich, Esq., and Moshe Fink, Esq. (ray.schrock@weil.com; ronit.berkovich@weil.com; and moshe.fink@weil.com);
- (c) the Office of the U.S. Trustee for Region 7, Attn: Jayson Ruff and Alicia Barcomb (jayson.b.ruff@usdoj.gov and alicia.barcomb@usdoj.gov); and
- (d) Counsel for the Ad Hoc Noteholder Group, Paul Hastings LLP, Attn: Kristopher M. Hansen and Sayan Bhattacharyya (krishansen@paulhastings.com and sayanbhattacharyya@paulhastings.com).

4. If a Notice of Objection to Monthly Fee Statement is timely served pursuant to the Interim Compensation Order, the objecting party and Willkie shall attempt to resolve the objection

on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay Willkie an amount equal to 80% of the agreed-upon fees and 100% of the agreed-upon expenses.

5. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Willkie reserves the right to seek payment of such fees and expenses in a subsequent monthly fee statement.

WHEREFORE, Willkie requests payment of its fees and expenses incurred during the Fee Period in the total amount of \$401,436.46, consisting of (a) \$397,075.20, which is 80% of Willkie's fees incurred during the Fee Period; and (b) \$4,361.26 for actual and necessary expenses incurred during the Fee Period.

Dated: Houston, Texas
June 21, 2023

Respectfully Submitted,

WILLKIE FARR & GALLAGHER LLP

By: /s/ Jennifer J. Hardy

Jennifer J. Hardy (Texas Bar No. 24096068)

600 Travis Street

Houston, Texas 77002

Telephone: 713-510-1700

Facsimile: 713-510-1799

Email: jhardy2@willkie.com

AND

Brett H. Miller (admitted *pro hac vice*)

Todd M. Goren (admitted *pro hac vice*)

James H. Burbage (admitted *pro hac vice*)

787 Seventh Avenue

New York, New York 10019

Telephone: 212-728-8000

Facsimile: 212-728-8111

Email: bmiller@willkie.com

tgoren@willkie.com

jburbage@willkie.com

Counsel for the Official Committee of Unsecured Creditors

CERTIFICATE OF SERVICE

I hereby certify that on June 21, 2023, a true and correct copy of the foregoing document was served via electronic mail on the Fee Notice Parties pursuant to the Interim Compensation Order.

/s/ Jennifer J. Hardy

Jennifer J. Hardy

Exhibit A**Summary of Legal Fees for the Fee Period**

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
001	Asset Analysis and Recovery	5.5	\$3,950.00
003	Assumption and Rejection of Leases and Contract	4.8	\$8,077.00
006	Business Operations	32.8	\$55,758.50
007	Case Administration	47.8	\$66,644.50
008	Claims Administration and Objections	98.1	\$133,838.50
011	Employment and Fee Applications	4.3	\$5,621.50
013	Financing and Cash Collateral	3.8	\$5,042.50
015	Meetings and Communications with Committee	33.4	\$55,971.50
016	Non-Working Travel (billed at 50%)	11.7	\$17,543.50
017	Plan and Disclosure Statement	59.3	\$75,330.50
019	Relief from Stay and Adequate Protection	8.8	\$10,170.00
020	Reporting	0.5	\$690.00
024	Hearings	13.5	\$19,791.00
025	First and Second Day Motions	0.7	\$966.00
026	Claims Investigation	22.6	\$26,005.00
027	Lien Investigation	3.8	\$3,782.00
029	Other Motions/Applications	1.2	\$1,462.00
032	Willkie Fee Statements and Applications	4.9	\$5,700.00
036	Time Entry Review	5.0	\$5,472.00
Total Requested		362.5	\$501,816.00
Less Client Accommodation for Time Entry Review (100% of Fees Incurred)			(\$5,472.00)
Total Requested		362.5	\$496,344.00

Exhibit B**Summary of Hours Billed by Willkie Attorneys and Paraprofessionals for the Fee Period**

Professional Person	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Todd M. Goren	Partner	2003 (NY)	Business Reorganization & Restructuring	\$1,875	60.1	\$112,687.50
Jennifer J. Hardy	Partner	2015 (TX)	Business Reorganization & Restructuring	\$1,625	11.0	\$17,875.00
Jeffrey B. Korn	Partner	2001 (NY)	Litigation	\$1,875	1.9	\$3,562.50
Melainie Mansfield	Partner	1995 (CA)	Business Reorganization & Restructuring / Finance	\$1,875	31.2	\$58,500.00
Brett H. Miller	Partner	1992 (NY)	Business Reorganization & Restructuring	\$2,050	36.3	\$74,415.00
Craig A. Damast	Counsel	1992 (NY)	Business Reorganization & Restructuring	\$1,380	66.6	\$91,908.00
Michael D. Arena	Associate	2015 (NY)	Finance	\$1,315	3.9	\$5,128.50
Joseph Brandt	Associate	2021 (NY)	Business Reorganization & Restructuring	\$1,030	27.8	\$28,634.00
James H. Burbage	Associate	2016 (NY)	Business Reorganization & Restructuring	\$1,315	38.4	\$50,496.00
Eric Saunders	Associate	2018 (NY)	Intellectual Property	\$865	0.3	\$259.50
Anthony Scarcella	Associate	2022 (NY)	Business Reorganization & Restructuring	\$865	16.5	\$14,272.50
Elizabeth Wayne	Associate	2022 (IL)	Business Reorganization & Restructuring	\$680	58.5	\$39,780.00
Total for Attorneys					352.5	\$497,518.50

Paraprofessional Person	Position with the Applicant	Number of Years at Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Alison Ambeault	Director, Practice Support	17 ½ years	Business Reorganization & Restructuring	\$540	5.1	\$2,754.00
Rohan Sasso	Paralegal	> 1 year	Business Reorganization & Restructuring	\$315	3.5	\$1,102.50
Lauren Walker	Paralegal	> 1 year	Business Reorganization & Restructuring	\$315	1.4	\$441.00
Totals for Paraprofessionals					10.0	\$4,297.50

Total Fees for Fee Period	\$501,816.00
Less Client Accommodation for Time Entry Review	(\$5,472.00)
Total Fees Requested for Fee Period	\$496,344.00
20% Fee Holdback for Fee Period	\$99,268.80
80% of Total Fees Requested for Fee Period	\$397,075.20
Expenses for Fee Period	\$4,361.26
TOTAL PAYMENT REQUESTED	<u>\$401,436.46</u>

Exhibit C**Summary of Expenses for the Fee Period**

Expense Categories	Amount
Teleconferencing	\$16.00
Other Out of Town Travel	\$543.70
Lodging	\$418.85
Airfare	\$1,087.60
Data Acquisition (including Legal Research)	\$2,295.11
Totals:	\$4,361.26

Exhibit D

Fees and Expenses

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22314853
Client/Matter No. 132233.00001
June 16, 2023

FOR PROFESSIONAL SERVICES RENDERED

through May 31, 2023 as set out in the
attached detail

Asset Analysis and Recovery	\$	3,950.00
Assumption and Rejection of Leases and Contracts	\$	8,077.00
Business Operations	\$	55,758.50
Case Administration	\$	66,644.50
Claims Administration and Objections	\$	133,838.50
Employment and Fee Applications	\$	5,621.50
Financing and Cash Collateral	\$	5,042.50
Meetings and Communications with Creditors	\$	55,971.50
Non-Working Travel (billed at 50%)	\$	17,543.50
Plan and Disclosure Statement	\$	75,330.50
Relief from Stay and Adequate Protection	\$	10,170.00
Reporting	\$	690.00

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Hearings	\$	19,791.00
First and Second Day Motions	\$	966.00
Claims Investigation	\$	26,005.00
Lien Investigation	\$	3,782.00
Other Motions/Applications	\$	1,462.00
Willkie Fee Statements and Applications	\$	5,700.00
Disbursement and Other Charges	\$	4,361.26
Total this Invoice	\$	<u>500,705.26</u>

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Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/7/23	E W	Draft chart of assets and creditors by debtor.	3.10	\$	2,108.00
5/8/23	E W	Revise internal chart re: assets and creditors by debtor entity (1.9); correspondence with J. Brandt re: same (.2).	2.10		1,428.00
5/11/23	CAD	Correspondence w/ A. Scarcella, internal working group regarding convertible noteholders' collateral package/enterprise value issues.	0.30		414.00
Sub-Total			5.50		3,950.00

Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/3/23	CAD	Review/analyze CNO regarding motion to extend time to assume or reject leases.	0.10	\$	138.00
5/4/23	CAD	Correspondence w/ E. Wayne regarding entered order granting omnibus contract rejection motion (.1) and review/analyze same (.1).	0.20		276.00
5/4/23	B M	Review/analyze and comment on the mining and hosting contracts with GEM, Celsius and other counter-parties (2.3); prepare memorandum regarding the debtors' mining and hosting counter-parties (.6).	2.90		5,945.00
5/4/23	E W	Review/analyze entered order authorizing rejection of unexpired contracts.	0.20		136.00
5/5/23	CAD	Correspondence w/ E. Wayne regarding Debtors' objection to GEM Mining's motion to compel assumption or rejection of contracts (.1); review/analyze same (.4) and summary of same (.1).	0.60		828.00
5/18/23	E W	Review/analyze entered order re: extension of time to assume/reject leases.	0.20		136.00
5/19/23	CAD	Correspondence w/ E. Wayne regarding entered order extending time to assume or reject leases	0.20		276.00

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5/22/23	CAD	(.1) and review/analyze same (.1). Review/analyze agreed order continuing hearing on GEM Mining motion to compel assumption or rejection of contract.	0.10	138.00
5/23/23	E W	Review/analyze notice of hearing re: GEM Mining Motion to Compel assumption or rejection.	0.30	204.00
Sub-Total			4.80	8,077.00

Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
5/3/23	CAD	Review/analyze government proposal to tax cryptocurrency miner energy usage (.2); correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report through 4/28 (.1) and review/analyze same (.1).	0.40	\$ 552.00
5/4/23	B M	Correspondence with Ducera regarding business plan issues.	0.50	1,025.00
5/5/23	CAD	Correspondence w/ A. Ambeault, internal working group regarding Debtors' announced production and operations updates.	0.20	276.00
5/9/23	M M	Corr. w/ Willkie team re: business plan review timing and scope.	0.20	375.00
5/10/23	CAD	Correspondence w/ PJT/Ducera teams, internal working group regarding update on Debtors' business plan and scheduling call to discuss (.3); correspondence w/ J. Shen (Alix), internal working group/Ducera team regarding Debtors' weekly variance report through 5/5 (.1) and review/analyze same (.1).	0.50	690.00
5/11/23	B M	Review/analyze and comment on the business plan materials (2.4); correspondence with Ducera regarding business plan issues (.6); prepare memorandum regarding business plan questions (.4).	3.40	6,970.00
5/11/23	CAD	Review/analyze draft of Debtors' business plan presentation/materials (.7); correspondence w/ Ducera team, internal working group regarding same (.2).	0.90	1,242.00

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5/11/23	JHB	Call with C. Damast re: business plan.	0.20	263.00
5/11/23	E W	Review/analyze business plan materials from the dataroom.	1.20	816.00
5/12/23	T G	Review/analyze draft Core 10-Q.	0.80	1,500.00
5/12/23	CAD	Correspondence w/ J. Goltser (Weil) regarding Debtors' form 10-Q to be filed today (.1) and review/analyze same (.2).	0.30	414.00
5/15/23	JHB	Prepare for call with Debtors management and professionals re: business plan presentation (.5); call with Debtors management and professionals re: business plan presentation (1.5); call with UCC professionals thereafter (.3).	2.30	3,024.50
5/15/23	E W	Attend call with Willkie team, Ducera team, Weil team, A. Sullivan (Core), M. Bros (Core), and M. Levitt (Bros) re: business plan (1.6); correspondence with J. Brandt and A. Scarcella re: same (.2); attend debrief call with Willkie and Ducera teams re: same (.1).	1.90	1,292.00
5/15/23	M M	Participate in call with Ducera re: draft budget in prep for call with Debtor advisors.	0.50	937.50
5/15/23	M M	Prepare for (.4) and participate in (1.6) call with Debtors and Debtors advisors re: draft business plan; participate in follow up call with Willkie team following business plan overview call with Debtor (0.6).	2.60	4,875.00
5/15/23	B M	Review/analyze and comment on the Debtors' business plan (2.1) business plan meetings with the Debtors and UCC professionals (2.3); prepare memorandum regarding the open business plan issues (.4).	4.80	9,840.00
5/15/23	J H	Conf. call w/ UCC advisors re: business plan (.2); attend meeting w/ UCC, Debtors' management, Debtors' professional re: business plan presentation (1.6).	1.80	2,925.00
5/17/23	T G	Review/analyze press release re: Adam Sullivan appointment.	0.20	375.00
5/17/23	M M	Review/analyze recent SEC filings of Core Scientific and financials to provide feedback on business plan to Ducera/PJT.	2.50	4,687.50
5/17/23	JBK	Attend call with J. Burbage re: business plan	0.40	750.00

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		and plan strategy.		
5/17/23	JHB	Calls with K. Patel (.3) and J. Korn (.3) re: business plan issues.	0.60	789.00
5/18/23	T G	Review/analyze updated business plan materials (.6); correspondence w/ J. Korn re: same (.2).	0.80	1,500.00
5/18/23	B M	Correspondence with the Debtors regarding the business plan and review/analysis by all the constituents (1.3); correspondence with the Ducera regarding UCC comments to the business plan (.4); prepare memorandum regarding open business plan issues (.4).	2.10	4,305.00
5/18/23	CAD	Review/analyze Debtors' 8-k regarding appointment of A. Sullivan as President and T. DuChene as chief administrative officer.	0.20	276.00
5/22/23	CAD	Correspondence w/ N. Warier (PJT) regarding revised version of Debtors' business plan.	0.10	138.00
5/22/23	M M	Review/analyze revised business plan from Debtors.	0.60	1,125.00
5/23/23	CAD	Correspondence w/ Ducera/PJT teams regarding additional questions regarding revised Debtors' business plan and responses (.4); review/analyze Debtors' form 10-Q (.2).	0.60	828.00
5/23/23	T G	Review/analyze Ducera diligence questions on business plan.	0.30	562.50
5/24/23	CAD	Correspondence w/ Weil team, internal working group regarding open business plan issues/status.	0.20	276.00
5/25/23	CAD	Correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report (.1) and review/analyze same (.1).	0.20	276.00
5/25/23	T G	Review/analyze Ducera DIP budget comparison for UCC (.4) and correspondence w/ Ducera re: same (.1).	0.50	937.50
5/29/23	B M	Correspondence with the UCC advisors regarding the proposed Bitcoin mining tax.	0.80	1,640.00
5/31/23	CAD	Correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report through 5/26/23 (.1) and review/analyze same (.1).	0.20	276.00
Sub-Total			32.80	55,758.50

Case Administration

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/2/23	E W	Prepare for 5/3 weekly UCC professionals meeting and 5/4 weekly UCC meeting (.7); correspondence with J. Hardy re: 5/22 hearing (.1).	0.80	\$	544.00
5/2/23	CAD	Review/analyze and revise draft agenda for tomorrow's weekly internal weekly meeting (2x) (.3); correspondence w/ E. Wayne regarding same and comments (.3); review and revise draft agenda for 5/4 Committee meeting (2x) (.3); correspondence w/ E. Wayne regarding same and comments (.3).	1.20		1,656.00
5/3/23	J H	Prepare for (.2) and meeting w/ UCC and Debtor professionals re: recently-filed motions/business plan update (.5); follow-up weekly meeting w/ UCC professionals re: preparation for weekly UCC meeting and meeting w/ Debtors' professionals (.3).	1.00		1,625.00
5/3/23	CAD	Correspondence w/ J. Burbage regarding revisions to agenda for today's weekly Willkie internal meeting (.2); correspondence w/ E. Wayne, internal working group regarding same (.2); review/analyze revised draft of Committee meeting agenda (.1); correspondence w/ E. Wayne, J. Burbage regarding same (.1); participate in weekly call w/ Debtors' professionals (matters discussed -- legal update/recently filed motions and objections; Celsius settlement proposal; asset sales/business plan update; liquidity update) (.5); participate in weekly call w/ Willkie team (matters discussed -- recap of today's call w/ Debtors' professionals; agenda for tomorrow's Committee meeting) (.3).	1.40		1,932.00
5/3/23	T G	Call w/ Debtors' professionals re: update on business plan, recent filings (.5); call w/ UCC professionals re: same (.6); follow-up discussion w/ Willkie team re: open assignments/research (.3).	1.40		2,625.00
5/3/23	E W	Preparation for 5/4 weekly UCC meeting (.2); correspondence with A. Gupta (Ducera) re:	0.80		544.00

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5/3/23	JHB	same (.1); attend weekly professionals meeting re: plan confirmation strategic options (.5). Prepare for (.4) and attend (.5) weekly call with Debtors' professionals and Committee members re: case update, Celsius settlement, business plan update; provide comments to E. Wayne re: internal meeting agenda (.3).	1.20	1,578.00
5/3/23	M M	Prep for (.3) and participate in (.5) meeting with Debtor and UCC professionals re: Celsius, GEM Mining, and business plan; participate in follow up meeting with Willkie and Ducera re: prep for call with UCC members (0.6).	1.40	2,625.00
5/3/23	JBK	Attend Core professionals meeting re: Celsius, GEM mining and business plan update (.5); follow up meeting w/ UCC professionals meeting re: same (in part) (.5).	1.00	1,875.00
5/4/23	JHB	Prepare for (.4) and attend internal call with J. Brandt, A. Scarcella and E. Wayne re: open research/drafting assignments (.4).	0.80	1,052.00
5/8/23	CAD	Correspondence w/ A. Ambeault regarding deadline to file witness/exhibit lists for 5/22 hearing.	0.10	138.00
5/9/23	CAD	Review/revise drafts of agendas for tomorrow's weekly internal Willkie meeting (2x) (.2) and 5/11 Committee meeting (2x) (.2); correspondence w/ E. Wayne regarding same and comments/revisions (.3).	0.70	966.00
5/9/23	E W	Prepare for 5/10 UCC professionals meeting and 5/11 UCC meeting.	0.60	408.00
5/10/23	J H	Weekly call w/ Debtor and UCC professionals re: liquidity/business plan updates and pending motions (.5); follow-up weekly call w/ UCC professionals in preparation for UCC weekly call (.4).	0.90	1,462.50
5/10/23	E W	Correspondence with A. Gupta (Ducera) re: materials for 5/11 UCC meeting (.1); prepare for 5/11 UCC meeting (.2); attend weekly professionals meeting re: Debtor enterprise value (.4).	0.70	476.00
5/10/23	CAD	Correspondence w/ J. Burbage, E. Wayne regarding revisions to internal weekly Willkie meeting and Committee meeting agendas (.2) and review/analyze same (2x) (.4); participate	1.20	1,656.00

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		in weekly call w/ Debtors' professionals (matters discussed -- liquidity and business plan updates; pending motions and claims objections) (.5); participate in weekly internal Willkie team meeting (matters discussed -- recap of today's call w/ Debtors' professionals; ongoing work streams; agenda for tomorrow's Committee meeting (.1).		
5/10/23	T G	Call w/ Debtors' professionals re: business plan status, pending motions (.4); follow-up call w/ UCC professionals re: same (.4); further follow-up discussion w/ Willkie team (.1).	0.90	1,687.50
5/10/23	M M	Prepare for (.2) and participate in (.5) weekly meeting with Weil, PJT, Willkie and Ducera re: business plan timing, current results and budget, strategy for Celsius and Gem; participate in follow up call with Ducera team (.4) and internal Willkie team (.1).	1.20	2,250.00
5/10/23	JHB	Attend weekly professionals meeting re: business plan status, upcoming filings (.5) attend follow up UCC advisors meeting re: same (.4).	0.90	1,183.50
5/10/23	J B	Participate in meeting with Debtors' professionals and internal team re: upcoming motions, status of business plan, and other case updates (.5); follow up UCC professionals' meeting re: same (.3).	0.80	824.00
5/12/23	JBK	Confer with T. Goren re: case updates/litigation strategy.	0.50	937.50
5/15/23	T G	Correspondence w/ Willkie team re: 5/22 hearing.	0.20	375.00
5/15/23	E W	Review/analyze notice of 5/22 hearing (.2); correspondence with A. Ambeault re: 5/22 hearing (.1).	0.30	204.00
5/16/23	CAD	Review/analyze and revise draft of agenda for tomorrow's internal weekly Willkie meeting (.2); correspondence w/ E. Wayne, J. Burbage regarding same and comments (.2); review and revise draft of agenda for 5/18 Committee meeting (.2); correspondence w/ E. Wayne, J. Burbage regarding same and comments (.2).	0.80	1,104.00
5/16/23	E W	Prepare for 5/17 UCC professionals meeting and 5/18 UCC meeting.	0.40	272.00

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5/17/23	CAD	Correspondence w/ E. Wayne regarding revised drafts of agendas for today's weekly internal Willkie meeting and tomorrow's Committee meeting (.2) and review/revise same (2x) (.4); participate in weekly call w/ Debtors' professionals (matters discussed -- liquidity update; business plan follow up; upcoming 5/22 hearing matters and status) (.4); participate in weekly internal Willkie meeting (matters discussed -- recap of today's call w/ Debtors' professionals; agenda for tomorrow's Committee meeting) (.1).	1.10	1,518.00
5/17/23	JHB	Prepare for (.1) and attend weekly meeting with Debtors' professionals re: liquidity and business plan update, 5/22 hearing and case status (.4) and internal meeting re: same (.2).	0.70	920.50
5/17/23	T G	Call w/ Debtors re: business plan, liquidity, 5/22 hearing update (.4) and follow-up discussion w/ UCC advisors re: same (.2) and follow-up discussion w/ Willkie team re: same (.2).	0.80	1,500.00
5/17/23	E W	Prepare for 5/18 weekly UCC meeting (.6); correspondence with A. Gupta re: Ducera materials for 5/18 meeting (.1).	0.70	476.00
5/17/23	M M	Participate in weekly call with Debtor and Committee professionals re: business plan update, 5/22 hearing and case status (0.4); participate in call with Ducera and Willkie teams re: prep for 5/22 hearing (0.2); review/analyze Ducera materials re: same (.6).	1.20	2,250.00
5/17/23	J H	Attend Debtor/UCC professionals weekly meeting re: business plan status, other case updates (.4); weekly call w/ UCC professionals re: recap of such call, prep for UCC weekly meeting (.2).	0.60	975.00
5/18/23	CAD	Correspondence w/ internal working group regarding 5/22 hearing and exhibit/witness list (.2); review/revise same (.2); correspondence w/ internal working group regarding finalizing filing same and other pleadings for 5/22 hearing (.6); review/analyze final versions of documents for filing (.3).	1.30	1,794.00
5/18/23	A A	Draft Exhibit and Witness List for May 22,	0.90	486.00

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5/18/23	E W	2023 hearing (.4); corr. w/ Willkie team re: same (.2); prepare, file and serve same (.3). Prepare UCC statement in support of mediation, joinder to north mill objection, and witness/exhibit list for filing (.1);	0.20	136.00
5/19/23	CAD	correspondence with A. Ambeault re: same (.1). Correspondence w/ J. Brandt, E. Wayne, internal working group regarding preparation of materials for 5/22 hearing (.2) and latest agenda for hearing (.2); review/analyze agenda for hearing (.1).	0.50	690.00
5/19/23	T G	Review/analyze agenda for 5/22 hearing (.3); review/analyze notices of adjournment/GEM order continuing hearing (.3) and correspondence w/ Willkie team re: same (.2).	0.80	1,500.00
5/19/23	CAD	Correspondence w/ E. Wayne, A. Ambeault regarding adjournment of all motions scheduled for 5/22 except exclusivity motion.	0.20	276.00
5/22/23	CAD	Correspondence w/ D. Sudama (Weil), internal working group regarding June 28/29 status conference.	0.20	276.00
5/23/23	CAD	Correspondence w/ D. Sudama (Weil), T. Goren regarding 6/29 court status conference.	0.30	414.00
5/23/23	CAD	Review/analyze draft agendas for tomorrow's internal Willkie meeting (.2) and 5/25 Committee meeting (.2); correspondence w/ E. Wayne regarding same and comments (.2).	0.60	828.00
5/23/23	E W	Prepare for 5/24 internal and 5/25 UCC weekly meetings.	0.30	204.00
5/24/23	CAD	Participate in weekly call w/ Debtors' professionals (business plan status; 6/29 planned status conference; possible Celsius mediation; real estate/mechanics liens issues and potential settlements; liquidity update) (.5); correspondence w/ E. Wayne regarding revised agenda for tomorrow's Committee meeting (.1) and review/analyze same (2x) (.2); correspondence w/ J. Burbage, E. Wayne regarding same (.3).	1.10	1,518.00
5/24/23	T G	Prepare for (.1) and call (.5) w/ Debtors' professionals re: update on plan process, liquidity, real estate (.6); follow-up discussion w/ UCC Professionals re: same (.5).	1.10	2,062.50

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5/24/23	E W	Attend professionals meeting re: upcoming mediation and valuation of collateral (.5); correspondence with A. Gupta (Ducera) re: materials for 5/25 UCC meeting (.1).	0.60	408.00
5/24/23	JHB	Attend weekly update call with Debtors professionals (.5) and Committee professionals (.5) re: updates on liquidity, real estate, legal updates and business plan.	1.00	1,315.00
5/24/23	J H	Attend Debtor/UCC professionals weekly meeting re: business plan status, other case updates (.5); weekly call w/ UCC professionals re: recap of such meeting, case updates, prep for UCC weekly meeting (.3).	0.80	1,300.00
5/24/23	M M	Participate in meeting with Ducera and Willkie teams re: follow up post weekly call with Debtor team.	0.50	937.50
5/24/23	M M	Participate in weekly professionals meeting with Weil and PJT teams and Ducera/Willkie team re: business plan update, cash position, follow up on post hearing matters including timing (.5); call w/ Committee professionals re: same (.5).	1.00	1,875.00
5/24/23	J B	Participate in meeting with Debtors professionals (.5) and committee professionals re: potential settlements, business plan, and other updates (.4).	0.90	927.00
5/30/23	CAD	Correspondence w/ J. Brandt, internal working group regarding confidentiality provisions of Committee by-laws (.2); review/revise draft agendas for tomorrow's weekly Willkie meeting (2x) (.3) and 6/1 Committee meeting (.2); correspondence w/ E. Wayne, internal working group regarding same (.2).	0.90	1,242.00
5/30/23	T G	Meeting w/ J Burbage re: open projects, upcoming tasks.	0.40	750.00
5/30/23	E W	Prepare for 5/31 internal and 6/1 weekly UCC meetings.	0.70	476.00
5/30/23	J B	Review/analyze by-laws and confidentiality related question (.4) and corr. with B. Miller and T. Goren re: same (.1).	0.50	515.00
5/30/23	JHB	Discuss case update and pending work streams w/ A. Herzog and Z. Charlton.	0.30	394.50
5/31/23	CAD	Participate in weekly call w/ Debtors'	1.60	2,208.00

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		professionals (matters discussed -- liquidity/business plan update; recently-filed pleadings) (.4); participate in weekly internal Willkie meeting (matters discussed -- recap of today's call w/ Debtors' professionals; agenda for tomorrow's Committee meeting) (.3); review and revise agendas for today's internal weekly Willkie meeting (.2) and tomorrow's Committee meeting (2x) (.3); correspondence w/ E. Wayne regarding same and comments/revisions (.3); correspondence w/ E. Wayne, Committee members regarding same (.1).		
5/31/23	T G	Prepare for (.1) and call w/ Debtors' professionals re: plan update, upcoming motions (.4); call w/ UCC professionals re: same (.3) and follow-up discussion w/ Willkie team re: same (.3).	1.10	2,062.50
5/31/23	M M	Call with E. Wayne re: restrictions on communications with other creditor group.	0.50	937.50
5/31/23	E W	Prepare for 5/31 internal and 6/1 weekly UCC meetings (.5); attend weekly professionals' call re: plan confirmation negotiations and timeline (.4); correspondence with M. Mansfield re: same (.4); correspondence with J. Brandt re: weekly UCC meeting (.1); correspondence with A. Gupta (Ducera) re: materials for 6/1 weekly UCC meeting (.1).	1.50	1,020.00
5/31/23	JHB	Prepare for (.2) and attend (.4) weekly professionals call and Committee professional call (.3) re: liquidity, plan negotiations, weekly legal update; follow up w/ Willkie team re: same (.1).	1.00	1,315.00
5/31/23	J H	Weekly call w/ Debtors' and UCC's professionals re: case status, business plan progress, plan negotiation time line (.4); weekly call w/ UCC professionals re: preparation for UCC weekly meeting (.3).	0.70	1,137.50
Sub-Total			47.80	66,644.50

Claims Administration and Objections

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/1/23	CAD	Correspondence w/ M. Fink (Weil) regarding settlement proposal from Celsius to Debtors regarding Celsius proofs of claim (.1); review/analyze same (.2); correspondence w/ J. Brandt, Ducera team regarding same (.1).	0.40	\$	552.00
5/1/23	MDA	Analysis of Celsius claims settlement proposal (.1) and related internal correspondence (.1).	0.20		263.00
5/1/23	JHB	Review/analyze Celsius claims settlement proposal.	0.30		394.50
5/1/23	A S	Draft statement in support of mediation / objection to Celsius POC (1.2).	1.20		1,038.00
5/1/23	M M	Corr. w/ M. Fink at Weil re: Celsius claims settlement proposal (0.5); corr. with Willkie/Ducera teams re: same (0.4).	0.90		1,687.50
5/2/23	CAD	Correspondence w/ S. Lancaster (Ducera), internal working group regarding Celsius' proposed settlement of claims and scheduling call.	0.30		414.00
5/2/23	JHB	Corr. w/ Ducera re: coordinating times to discuss Celsius claims.	0.10		131.50
5/2/23	M M	Review/analyze Celsius filings (.8) and summaries from Willkie team in prep for call with Weil (.4); review/analyze GEM filings in prep for call with Weil (.4).	1.60		3,000.00
5/2/23	A S	Draft UCC statement in support of mediation / joinder/objection to Celsius admin claims.	0.70		605.50
5/3/23	CAD	Review/analyze summary of convertible noteholder claims and 200% repayment amount provisions/issues.	0.60		828.00
5/3/23	T G	Review/analyze converts not purchase agreement re: repayment fee issues (.6) and call w/ J Burbage re: same (.5).	1.10		2,062.50
5/3/23	B M	Review/analyze and comment on the Debtors' proposed objections to various contested claims, including the Celsius and GEM claims (1.4); prepare memorandum regarding the claims objections (.4); discussions with the Debtors regarding the claims objections (.5).	2.30		4,715.00
5/3/23	JHB	Call with T. Goren re: 200% repayment issue (.5); draft responses, various communications with J. Brandt, and review draft language in	2.60		3,419.00

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		response to T. Goren follow up question re: 200% repayment issues (2.1).		
5/4/23	J H	Call w/ UCC and Debtors' professionals re: claims repayment amount issues.	0.90	1,462.50
5/4/23	CAD	Correspondence w/ A. Gupta (Ducera), T. Goren regarding presentation for Committee regarding Celsius claims and settlement proposal (.2); review/analyze same (.3); correspondence w/ J. Burbage regarding research on 200% repayment amount research regarding convertible notes (.1) and review/analyze same (.6); review/analyze current draft of memo on 200% convertible notes repayment amount (.8); telephone conference w/ Weil team regarding 200% repayment amount issues and strategy (.9); correspondence w/ A. Crabtree (Weil) regarding draft of Debtors' objection to Celsius administrative claim motion (.1) and review/analyze same (.9); correspondence w/ A. Scarcella, Ducera team regarding same (.2).	4.10	5,658.00
5/4/23	MDA	Analysis of Celsius administrative claim motions and bankruptcy process, rejection orders re: customer contracts, joint stipulations (.2); corr. with Willkie team re: same (.1).	0.30	394.50
5/4/23	T G	Review/analyze convert not purchase agreements and security agreement re: potential claim objection issues (.8); review/analyze updated research on Repayment Amount (.4); review/analyze case law re: potential collateral valuation questions (1.4); correspondence w/ Willkie team re: same (.3); call w/ Debtors re: convert research/strategy questions (.9).	3.80	7,125.00
5/4/23	M M	Review/analyze April notes' repayment amount memo and related Note provisions and case law re: treatment of same (2.8); participate in meeting with Weil and Willkie teams on OID and payments at maturity under notes and sub con plan matters (1.0).	3.80	7,125.00
5/4/23	A S	Corr. w/ Weil team re: repayment amount in convertible noteholder agreements (.9); corr. w/ internal Willkie team re: re: same and enterprise value (.3); conduct research re: liens on	3.00	2,595.00

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5/4/23	E W	enterprise value (1.8). Review/analyze the Debtors' Objections to GEM Mining's Proofs of Claim and Motion for Relief (2.7); corr. w/ J. Burbage re: same (.2); correspondence with J. Brandt re: same (.2); attend meeting with Weil and Willkie teams re: repayment of convertible noteholder claims (.9); attend weekly UCC meeting re: upcoming claims objections (.6).	4.60	3,128.00
5/5/23	CAD	Correspondence w/ E. Wayne regarding Debtors' objection to GEM Mining's proofs of claim (.1); review/analyze same (.4) and summary of same (.1).	0.60	828.00
5/5/23	M M	Review/analyze filed objections to Celsius claim.	0.50	937.50
5/5/23	T G	Review/analyze Debtors' objection to GEM motion to compel.	0.40	750.00
5/5/23	T G	Review/analyze GEM objection to proofs of claim (.9); review/analyze Debtors' objection to Celsius motion to pay admin claims (1.2).	2.10	3,937.50
5/5/23	J B	Review/analyze revised settlement procedures order (.4) and corr. with E. Wayne re: same (.1); draft response to Committee member re: same (.2)	0.70	721.00
5/5/23	E W	Review/analyze the Debtors' objection to Celsius' admin expense motion (4.1); correspondence with C. Hemschot (Tenaska) (.2), E. Wirmani (Ross, Smith & Binford) (.1), J. Burbage (.1), J. Brandt (.2), and A. Crabtree (Weil) (.1) re: certificate of no objection for settlement procedures motion	4.80	3,264.00
5/7/23	E W	Review/analyze Debtors' supplement to GEM Mining objection.	0.20	136.00
5/8/23	CAD	Review/analyze Debtors' objection to Celsius' administrative expense claim motion (.4); correspondence w/ E. Wayne regarding same and summary (.2); subsequent correspondence w/ internal working group regarding same (.2); review/analyze Debtors' supplement to objection to GEM Mining claims (.2); correspondence w/ E. Wayne regarding same and summary (.1).	1.10	1,518.00
5/8/23	MDA	Analysis of objections to Celsius administrative	0.10	131.50

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		claims and correspondence with Willkie team re: same.		
5/8/23	A S	Research liens on enterprise value and "turn-key" collateral (3.1) and draft memo re: same (1.1); corr. w/ J. Burbage re: same (.2).	4.40	3,806.00
5/8/23	M M	Review/analyze Core's objection to Celsius claims and request for mediation.	0.20	375.00
5/9/23	CAD	Correspondence w/ internal working group regarding Debtors' objection to Sphere proof of claim.	0.20	276.00
5/9/23	JHB	Review/analyze Debtors' objection to Sphere POC.	0.20	263.00
5/9/23	T G	Review/analyze GEM pleadings re: claim objection key points (.7); correspondence w/ Willkie team re: Sphere claim objection (.2).	0.90	1,687.50
5/9/23	A S	Review and revise research re: liens on enterprise value (.8); corr. w/ J. Burbage re: same (.2); corr. w/ J. Brandt re: same (.1); analyze/prepare memo re: same (.9).	2.00	1,730.00
5/9/23	E W	Review/analyze objection to Sphere proofs of claim.	2.20	1,496.00
5/10/23	CAD	Review/analyze Debtors' objection to Sphere 3D's proofs of claim (.8) and supporting declaration (.2); discuss same w/ T. Goren (.1); various correspondence w/ E. Wayne, J. Brandt regarding summaries of same, Debtors' objection to Celsius motion for administrative expense claim, and Debtors' objection to GEM Mining's claims and comments (.5) and review/revise same (2x) (.8); discussion w/ J. Hardy, internal working group regarding 200% repayment convertible note issue and strategy (.5); follow up discussion w/ internal working group regarding same and required research (.2).	3.10	4,278.00
5/10/23	EWS	Correspondence with Willkie team re: analysis of security interests.	0.30	259.50
5/10/23	JHB	Coordinate summary of claims objections for Committee distribution.	0.20	263.00
5/10/23	JHB	Call with J. Hardy and T. Goren re: collateral package questions.	0.50	657.50
5/10/23	T G	Correspondence w/ Willkie team re: convert analysis questions (.4) and call w/ J. Hardy re:	2.00	3,750.00

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		same (.4); review/analyze objection to Sphere 3D claim and supporting materials (1.2).		
5/10/23	E W	Draft and revise memo re: recently filed claims objections for the Committee (2.1);	2.50	1,700.00
5/11/23	CAD	correspondence re: same with Willkie team (.4). Correspondence w/ J. Burbage, E. Wayne regarding summary of Debtors' objection to Bryce Johnson claim (.2) and review/analyze same (.2).	0.40	552.00
5/11/23	E W	Review/analyze the Debtors' objection to Bryce Johnson's proofs of claim.	1.00	680.00
5/12/23	B M	Review/analyze and comment on the Celsius, Sphere and GEM objections (3.2); prepare memorandum regarding the claims objections and UCC questions (.6).	3.80	7,790.00
5/12/23	T G	Review/analyze objection to Bryce Johnson POCs.	0.80	1,500.00
5/12/23	CAD	Review/analyze Debtors' objection to Bryce Johnson proofs of claim.	0.40	552.00
5/12/23	A S	Research Section 1111(b) election.	1.20	1,038.00
5/13/23	JHB	Provide A. Scarcella comments to Committee statement re: Celsius mediation.	2.50	3,287.50
5/14/23	A S	Conduct further research on Section 1111(b) election.	0.70	605.50
5/15/23	JHB	Provide A. Scarcella comments to Section 1111 election research.	0.80	1,052.00
5/16/23	CAD	Correspondence w/ internal working group regarding convertible noteholders 200% repayment issue and precedent/research issues (.4); correspondence w/ T. Goren, internal working group regarding Committee's statement in support of mediation and Debtors' objections to Celsius' proofs of claim and administrative expense claim motion and comments (.3); subsequent correspondence w/ J. Burbage, E. Wayne regarding same (.2).	0.90	1,242.00
5/16/23	T G	Review/analyze briefing/research re: 200% premium issue (1.2) and correspondence w/ Willkie team re: follow-up on same (.4); review and revise statement re: Celsius claims/mediation (.5).	2.10	3,937.50
5/16/23	JHB	Review/analyze T. Goren comments to	0.20	263.00

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5/16/23	M M	statement in support of mediation re: Celsius. Review/analyze Clovis case and notes for 200% recovery issue (0.8); corr. w/ Willkie team re: same (0.1).	0.90	1,687.50
5/16/23	E W	Revise statement in support of mediation and objection to Celsius proofs of claim.	0.50	340.00
5/17/23	CAD	Review/analyze and revise Committee's statement in support of mediation, objecting to Celsius' proofs of claim, and joining Debtors' objection to Celsius' administrative claim motion (1.8); correspondence w/ internal working group regarding same and comments (.2).	2.00	2,760.00
5/17/23	CAD	Review/analyze and revise summary of Debtors' objection to Bryce Johnson proofs of claim (.3); correspondence w/ E. Wayne regarding same and comments/revisions (.2).	0.50	690.00
5/17/23	T G	Review/analyze and revise UCC statements re: Celsius claims and North Mill motion.	0.60	1,125.00
5/17/23	T G	Review/analyze objection to Bryce Johnson claim.	0.40	750.00
5/17/23	E W	Review/analyze filed Annex A to Priority Power Management settlement.	0.30	204.00
5/17/23	E W	Draft summaries of debtors' objections to Bryce Johnson proofs of claim and North Mill motion for Committee.	1.00	680.00
5/17/23	E W	Review/analyze Trilogy mechanics lien.	0.50	340.00
5/18/23	T G	Review/analyze and revise UCC statement re: Celsius claims and mediation.	0.40	750.00
5/18/23	E W	Review/analyze: entered order re: joint stipulation with North Mill (.2), entered order re: claims objections procedures (.2), entered order re: settlement procedures (.2).	0.60	408.00
5/19/23	M M	Correspondence w/ Willkie team re: Gem and Celsius adjournments.	0.30	562.50
5/19/23	CAD	Correspondence w/ J. Brandt, J. Burbage regarding status of memo/presentation for Committee regarding noteholders 200% repayment issue (.2); correspondence w/ E. Wayne regarding entered orders approving claims objection procedures and claims settlement procedures (.1) and review/analyze	0.50	690.00

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5/19/23	E W	same (.2); Review/analyze continuation order re: GEM motion (.2), agreed order re: Celsius motion for payment of administrative claim (.2).	0.40	272.00
5/22/23	B M	Review/analyze and comment on the Celsius agreements (1.9); Review/analyze and comment on the equipment lender agreements (1.3); review and comment on the GEM agreements (.6); prepare memorandum regarding the open issues for the claims objection process (.5).	4.30	8,815.00
5/25/23	B M	Review/analyze and comment on the Debtors' proposed claims objections (.8); prepare memorandum regarding the Debtors' claims objections (.3).	1.10	2,255.00
5/26/23	CAD	Correspondence w/ internal working group regarding summary of Celsius' various claims.	0.20	276.00
5/29/23	B M	Review and comment on the mechanics liens/objections and upcoming claims objections.	0.60	1,230.00
5/30/23	CAD	Correspondence w/ E. Wayne regarding Debtors' motion for summary judgment regarding objection to Celsius' claims and summary (.1) and review/analyze same (.2); subsequent correspondence w/ J. Burbage, E. Wayne regarding same (.2).	0.50	690.00
5/30/23	CAD	Correspondence w/ J. Goltser (Weil) regarding Debtors' Rule 9019 motion to approve settlement w/ Condair.	0.10	138.00
5/30/23	E W	Review/analyze Debtor motion for partial summary judgment re: Celsius claims.	1.50	1,020.00
5/31/23	CAD	Review/analyze Debtors' motion to approve Condair settlement (.4); correspondence w/ internal working group regarding same and underlying Condair claims (.2); discuss same w/ T. Goren (.1) and conduct brief research regarding summary judgment on claims objection (.2).	0.90	1,242.00
5/31/23	CAD	Review/analyze Debtors' motion for partial summary judgment regarding objection to Celsius' claims (.4); correspondence w/ E. Wayne regarding summary of same (.1).	0.50	690.00
5/31/23	T G	Review/analyze CondAir settlement motion (.4); review/analyze CondAir POCs (.4);	1.90	3,562.50

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		review/analyze Celsius partial summary judgment motion (.8); discuss same w/ Willkie team (.3).		
5/31/23	JHB	Review/analyze draft Condair settlement motion (.3) and corr. w/ Willkie team re: same (.1).	0.40	526.00
5/31/23	E W	Review/analyze Condair proof of claim.	0.40	272.00
Sub-Total			98.10	133,838.50

Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/1/23	CAD	Correspondence w/ J. Mezzatesta (Weil) regarding quarterly report of payments made pursuant to ordinary course professionals order (.1) and review/analyze same (.1); correspondence w/ J. Brandt, Ducera team regarding same (.1).	0.30	\$	414.00
5/9/23	CAD	Correspondence w/ A. Ambeault, M. Feinberg (Ducera) regarding Ducera February and March monthly fee statements (.2) and review/analyze same (.4); correspondence w/ A. Ambeault regarding same (.2).	0.80		1,104.00
5/10/23	CAD	Correspondence (.3) and discussion (.2) w/ A. Ambeault regarding Ducera February and March monthly fee statements.	0.50		690.00
5/11/23	CAD	Correspondence w/ A. Ambeault regarding revised Ducera February and March monthly fee statements for service (.2) and review/analyze same (.2).	0.40		552.00
5/12/23	T G	Review/analyze Ducera fee applications for service.	0.50		937.50
5/12/23	CAD	Correspondence w/ A. Ambeault, M. Feinberg/A. Verost (Ducera) regarding sign off/submission of Ducera second and third monthly fee statements (.4); review/analyze same (.2).	0.60		828.00
5/25/23	CAD	Correspondence w/ E. Wayne regarding orders authorizing official equity committee's retention	0.20		276.00

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		of Vinson & Elkins and FTI (.1) and review/analyze same (.1).		
5/25/23	E W	Review/analyze Vinson & Elkins and FTI retention orders.	0.30	204.00
5/26/23	E W	Review/analyze Scheef & Stone March (.2) and April (.2) fee statements.	0.40	272.00
5/30/23	CAD	Correspondence w/ J. Mezzatesta (Weil) regarding Debtors' request for consent to raise Deloitte monthly cap under ordinary course professionals order.	0.20	276.00
5/30/23	E W	Correspondence with J. Hardy re: Ducera retention.	0.10	68.00
Sub-Total			4.30	5,621.50

Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/10/23	MDA	Analysis of security documents of convertible noteholders in response to litigation queries from Willkie bankruptcy team, review/analysis of applicable UCC provisions and memorandums re: same (2.3); corr. with J. Hardy (.4) and meeting with E. Saunders re: same (.4).	3.10	\$	4,076.50
5/25/23	CAD	Correspondence w/ A. Gupta (Ducera) regarding comparison of various DIP budgets (.1) and review/analyze same (.2).	0.30		414.00
5/30/23	CAD	Correspondence w/ S. Lancaster (Ducera), Committee members regarding comparison of various DIP budgets against company performance (.2) and review/analyze same (.2).	0.40		552.00
Sub-Total			3.80		5,042.50

Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/3/23	CAD	Participate in weekly call w/ Committee	0.60	\$	828.00

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		professionals (matters discussed -- recap of today's call w/ debtors' professionals; diligence requested from PJT; Celsius claims; required legal research; agenda for tomorrow's Committee meeting).		
5/3/23	B M	Review/analyze and comment on the agenda, exhibits and handouts for the UCC meeting (.8); participate in weekly Committee professionals call re: Celsius claims, legal research, and diligence requests (.6).	1.40	2,870.00
5/3/23	J B	Participate in call with Debtors and Committee professionals re: business plan update, exclusivity update, and other case updates (.6); review/analyze materials i/c/w same (.4).	1.00	1,030.00
5/4/23	J H	Attend Weekly committee meeting re: exclusivity, GEM mining, Celsius update.	0.60	975.00
5/4/23	CAD	Prepare for (.2) and participate in (.6) weekly Committee meeting (matters discussed -- exclusivity motion-related pleadings/objections; GEM Mining motion; Celsius update; Ducera update); debrief meeting w/ internal working group regarding same and ongoing work streams (.2).	1.00	1,380.00
5/4/23	T G	Prepare for (.6) and participate on (.6) Committee call re: update on Celsius, liquidity, exclusivity, GEM mining; follow-up discussion w/ Willkie team re: same (.2).	1.40	2,625.00
5/4/23	B M	Preparation (.3) and attendance at (.6) the UCC meeting to discuss liquidity, exclusivity, Celsius issues.	0.90	1,845.00
5/4/23	JHB	Prepare for (.3) and attend (.6) weekly Committee meeting re: exclusivity, Celsius, GEM mining.	0.90	1,183.50
5/4/23	M M	Participate in meeting with UCC members re: case update, Celsius, GEM mining.	0.50	937.50
5/4/23	M M	Review/analyze Ducera Celsius update slides in prep for UCC meeting.	0.40	750.00
5/4/23	A S	Corr. w/ UCC re: business plan timing update, proofs of claim, and update from Ducera.	0.60	519.00
5/5/23	JHB	Coordinate response to committee member question with E. Wayne.	0.20	263.00
5/10/23	CAD	Participate in weekly meeting w/ Committee professionals (matters discussed -- recap of	0.50	690.00

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		today's call w/ Debtors' professionals; ongoing work streams).		
5/10/23	T G	Review/analyze agenda and materials for UCC call.	0.40	750.00
5/10/23	B M	Review/analyze and comment on the agenda, exhibits and handouts for the UCC meeting to discuss open case issues.	1.20	2,460.00
5/11/23	J H	Attend weekly UCC meeting re: business plan (in part).	0.20	325.00
5/11/23	B M	Preparation (.3) and attendance at (.3) UCC meeting to discuss business plan; claims objections.	0.60	1,230.00
5/11/23	CAD	Participate in weekly Committee call (matters discussed -- Debtors' filed claims objections; business plan update; Ducera update).	0.30	414.00
5/11/23	E W	Attend weekly UCC meeting re: business plan.	0.20	136.00
5/11/23	T G	Prepare for (.3) and participate on (.3) Committee call re: claim objections, business plan status; follow-up discussion w/ Willkie team re: same (.3); review/analyze Ducera materials for Committee meeting (.4).	1.30	2,437.50
5/11/23	M M	Participate in meeting with UCC, Willkie and Ducera re: exclusivity, business plan, case update (.3); follow up w/ Willkie team re: same (.2).	0.50	937.50
5/11/23	J B	Prepare for (.2) and attend meeting (.3) with committee re: business plan update, upcoming motions, and other case updates.	0.50	515.00
5/17/23	CAD	Participate in weekly call w/ Committee's professionals (matters discussed -- recap of today's call w/ Debtors' professionals; ongoing work streams/pleadings; agenda for tomorrow's Committee meeting) (.2); correspondence w/ J. Burbage, E. Wayne regarding materials for tomorrow's Committee meeting (.2).	0.40	552.00
5/17/23	T G	Review/analyze and revise agenda for UCC call.	0.20	375.00
5/17/23	B M	Review/analyze and comment on the agenda, exhibits and handouts for the UCC meeting to discuss open case issues.	1.30	2,665.00
5/18/23	CAD	Prepare for (.2) and participate in (.5) weekly Committee meeting (matters discussed --	0.70	966.00

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		business plan update; 5/22 hearing matters and status; Debtors' objection to Bryce Johnson claims; Ducera update).		
5/18/23	E W	Attend weekly UCC meeting re: overview of business plan.	0.50	340.00
5/18/23	M M	Participate in weekly meeting with UCC members, Willkie and Ducera re: business plan update, 5/22 hearing and case status.	0.50	937.50
5/18/23	JHB	Prepare for (.2) and attend weekly committee call to discuss business plan, liquidity and open legal issues.	0.70	920.50
5/18/23	T G	Prepare for (.1) and participate on (.5) UCC call re: exclusivity, status of upcoming motions; review/analyzes Ducera materials for UCC call (.3); follow-up discussion w/ Willkie team re: upcoming tasks (.4).	1.30	2,437.50
5/18/23	B M	Preparation (.4) and attendance at (.5) the UCC meeting to discuss business plan, exclusivity, upcoming motions.	0.90	1,845.00
5/18/23	J H	Attend weekly UCC meeting re: business plan, exclusivity, upcoming motions.	0.50	812.50
5/22/23	CAD	Correspondence w/ E. Wayne, Committee members regarding summary of today's hearing on Debtors' exclusivity motion.	0.20	276.00
5/24/23	CAD	Participate in weekly call w/ Committee professionals (recap of today's call w/ Debtors' professionals; proposed mechanics liens settlements and required research; business plan issues; agenda for tomorrow's Committee meeting) (.4); correspondence w/ E. Wayne, Committee members regarding agenda and materials for tomorrow's Committee meeting (.1).	0.50	690.00
5/24/23	T G	Review/analyze and revise agenda for UCC call.	0.20	375.00
5/24/23	JHB	Provide E. Wayne comments re: weekly Committee meeting agenda.	0.10	131.50
5/24/23	B M	Review/analyze and comment on the agenda, exhibits and handouts for the UCC meeting to discuss open case issues.	1.20	2,460.00
5/25/23	CAD	Prepare for (.2) and participate in (.8) weekly Committee meeting (matters discussed -- recap of 5/22 hearing; exclusivity decision/status;	1.00	1,380.00

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		6/29 anticipated status conference; business plan status/issues; proposed mechanic's lien settlements; Ducera update).		
5/25/23	E W	Attend weekly UCC meeting re: upcoming chapter 11 plan process.	0.80	544.00
5/25/23	T G	Prepare for (.1) and participate on (.8) Committee call re: plan status, upcoming motions; review/analyze Ducera materials for call (.3).	1.20	2,250.00
5/25/23	JHB	Attend weekly committee meeting discussion re: legal updates, real estate updates and business plan updates.	0.80	1,052.00
5/25/23	B M	Attendance at the UCC meeting to discuss real estate/business plan update and upcoming motions.	0.80	1,640.00
5/25/23	J H	Weekly call w/ UCC & UCC professionals re: real estate/business plan update and upcoming motions (in part).	0.70	1,137.50
5/25/23	M M	Participate in weekly meeting with UCC members re: update on business plan and plan treatment, hearing matters and strategy.	0.80	1,500.00
5/31/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting to discuss open case issues.	1.40	2,870.00
5/31/23	CAD	Participate in weekly call w/ Committee professionals (matters discussed -- recap of today's call w/ Debtors' professionals; ongoing work streams).	0.20	276.00
5/31/23	T G	Review and revise agenda and materials for UCC call.	0.20	375.00
5/31/23	M M	Participate in weekly call with Debtor, Debtors' advisors, Ducera and Willkie re: case update, business plan update and upcoming motions (.4); follow up w/ Willkie team re: same (.2); Participate in weekly call with Ducera and Willkie teams re: same (.2); review/analyze materials for Committee (.4).	1.10	2,062.50
Sub-Total			33.40	55,971.50

Non-Working Travel (billed at 50%)

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/22/23	T G	Travel to Houston for exclusivity hearing (3.3 of 6.7).	3.30	\$	6,187.50
5/22/23	J B	Travel from NYC to Houston for exclusivity hearing (2.5 of 5.1).	2.50		2,575.00
5/23/23	T G	Return travel from Houston (3.2 of 6.4).	3.20		6,000.00
5/23/23	J B	Travel from Houston to NYC following hearing (2.7 of 5.5).	2.70		2,781.00
		Sub-Total	11.70		17,543.50

Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/1/23	CAD	Correspondence w/ internal working group regarding final version of Committee's statement in support of Debtors' exclusivity motion for filing (.2) and review/analyze same (.1); correspondence w/ J. Brandt regarding secured equipment lenders'/lessors' objection to exclusivity motion and summary of same (.2); review/analyze same (.4); correspondence w/ J. Brandt, E. Wayne regarding Mass Mutual joinder to same and summary (.2) and review/analyze same (.1); correspondence w/ internal working group regarding same (.2).	1.40	\$	1,932.00
5/1/23	JHB	Coordinate filing of Committee statement in support of extending exclusivity (.3); review/analyze objections to exclusivity (.3).	0.60		789.00
5/1/23	A A	Prepare, file and serve Committee statement in support of exclusivity motion.	0.40		216.00
5/1/23	MDA	Analysis of equipment lender exclusivity objection documents (.1) and related correspondence (.1).	0.20		263.00
5/1/23	J B	Finalize Committee's exclusivity statement for filing (1.4); review and summarize as-filed exclusivity objections (.8); review/analyze ad hoc group's statement in support of exclusivity motion (.3).	2.50		2,575.00

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5/1/23	E W	Review/analyze Mass mutual joinder to exclusivity objection (.3); review/analyze Barings limited joinder to exclusivity objection (.3); review/analyze BlockFi limited joinder to exclusivity objection (.3).	0.90	612.00
5/1/23	M M	Review/analyze exclusivity extension objections from equipment lenders (.8) and related summary from Willkie team (.3).	1.10	2,062.50
5/2/23	CAD	Review/analyze Baring entities' limited joinder to equipment lenders' exclusivity objection (.2); correspondence w/ E. Wayne regarding same and summary (.2); correspondence w/ A. Ambeault regarding ad hoc group's statement with respect to exclusivity motion (.1) and review/analyze same (.1); correspondence w/ E. Wayne regarding BlockFi limited joinder to exclusivity objection (.1) and review/analyze same (.1).	0.80	1,104.00
5/2/23	T G	Review/analyze objections to exclusivity (1.1) and ad hoc statement re: same (.3).	1.40	2,625.00
5/3/23	T G	Review/analyze objections to exclusivity (.8) and analysis of plan implications re: treatment of equipment lenders (.4); conference w/ Willkie team re: potential plan settlement strategies (.4).	1.60	3,000.00
5/3/23	E W	Review/analyze case law re: section 1129(a)(10) plan confirmation requirements (2.1); correspondence with J. Brandt re: same (.1).	2.20	1,496.00
5/3/23	J B	Conduct research re: section 1129 issue (1.7) and corr. with E. Wayne re: same (.2).	1.90	1,957.00
5/4/23	CAD	Correspondence w/ E. Wayne, J. Brandt regarding section 1129(a)(10) per plan/per debtor research.	0.20	276.00
5/4/23	T G	Review/analyze research on open plan questions.	0.60	1,125.00
5/4/23	E W	Conduct legal research re: confirmation opinions.	0.70	220.50
5/5/23	M M	Corr. w/ Willkie team re: sub con plans and collateral mapping.	0.20	375.00
5/5/23	T G	Review/analyze research re: potential plan valuation questions.	1.40	2,625.00
5/5/23	E W	Conduct legal research re: confirmation	0.70	220.50

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		opinions.		
5/8/23	T G	Review/analyze research re: convert lien valuation questions.	2.20	4,125.00
5/9/23	JHB	Provide E. Wayne with feedback re: per plan / per debtor research.	0.50	657.50
5/10/23	T G	Review/analyze business plan presentation (1.4); correspondence w/ Ducera and company re: call on same (.2).	1.60	3,000.00
5/10/23	M M	Review/analyze analysis relating to per debtor plans in prep for call with Weil.	0.60	1,125.00
5/10/23	JHB	Review/analyze draft business plan materials.	0.80	1,052.00
5/10/23	J B	Revise research summary on section 1129(a)(10) issue (.4) and corr. with internal team re: same (.1).	0.50	515.00
5/10/23	JHB	Correspondence with J. Brandt and E. Wayne re: section 1129 research (.7) and lien on enterprise value research (.8).	1.50	1,972.50
5/11/23	CAD	Correspondence w/ J. Brandt, internal working group regarding section 1129(a)(10) legal research (.1) and review/analyze same (.2).	0.30	414.00
5/11/23	T G	Review/analyze further updated draft of business plan presentation (.6); correspondence w/ Ducera re: same (.2).	0.80	1,500.00
5/11/23	J B	Multiple corr. with internal team re: section 1129(a)(10) research.	0.50	515.00
5/12/23	T G	Call w/ J Korn re: business plan and next steps (.2); review/analyze business plan highlights/questions (.4).	0.60	1,125.00
5/12/23	CAD	Review/analyze Debtors' advisor business plan materials/presentation (1.2); correspondence w/ internal working group, Ducera team regarding same (.3).	1.50	2,070.00
5/12/23	E W	Review/analyze materials for business plan discussions.	3.70	2,516.00
5/12/23	R S	Conduct plan confirmation related research.	0.30	94.50
5/12/23	M M	Begin review and analysis of draft business plan.	1.30	2,437.50
5/15/23	CAD	Telephone conference w/ internal working group, Ducera team regarding Debtors' business plan materials (.4); review/analyze Ducera analysis of same and issues/questions (.3);	2.50	3,450.00

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		telephone conference w/ Debtors' professionals/management and Ducera team regarding business plan presentation (1.6); correspondence (.1) and debrief discussion (.1) w/ internal working group regarding same.		
5/15/23	T G	Review/analyze Ducera initial comments to business plan (.4); call w/ Ducera re: same (.4); call w/ Debtors re: business plan (1.6); follow-up correspondence w/ Willkie team re: same (.2).	2.60	4,875.00
5/15/23	M M	Continue review of draft business plan presentation.	1.90	3,562.50
5/16/23	CAD	Correspondence w/ A. Midha (PJT), Ducera team regarding management business plan presentation and follow up.	0.20	276.00
5/18/23	JHB	Provide A. Scarcella with comments re: 1111(b) analysis.	2.70	3,550.50
5/19/23	CAD	Correspondence w/ E. Wayne regarding North Mill joinder to equipment lenders' objection to exclusivity extension (.1) and review/analyze same (.1); correspondence w/ A. Ambeault regarding Debtors' reply in support of exclusivity motion (.1); review/analyze same (.3); correspondence w/ E. Wayne regarding same and summary (.1).	0.70	966.00
5/19/23	T G	Review/analyze Debtors' reply re: exclusivity (.4); review/analyze North Mill joinder to objection (.2); review/analyze research re: potential 1111 plan scenarios (.5).	1.10	2,062.50
5/19/23	T G	Review/analyze recently entered exclusivity and related orders.	0.30	562.50
5/19/23	JHB	Review/analyze various pleadings filed in advance of exclusivity hearing.	0.20	263.00
5/19/23	A A	Assist w/ preparation of materials for 5/22 exclusivity hearing.	0.60	324.00
5/19/23	R S	Assist w/ preparation of materials for 5.22 exclusivity hearing	3.20	1,008.00
5/19/23	J B	Prepare for forthcoming hearing on Debtors' exclusivity motion (1.2) and multiple corr. with internal team re: same (.3).	1.50	1,545.00
5/19/23	E W	Review/analyze business plan forecast charts in the VDR (2.7); review/analyze North Mill joinder to exclusivity objection (.2), and	3.30	2,244.00

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		Debtors reply in support of exclusivity extension motion (.4).		
5/22/23	CAD	Review/analyze M. Bros declaration in further support of Debtors' motion to extend exclusivity (.1); correspondence w/ A. Ambeault, internal working group regarding same (.2); correspondence w/ internal working group regarding Debtors' reply in further support of exclusivity motion (.2); correspondence (.3) and discuss (.2) summary of today's hearing on Debtors' motion to extend exclusivity w/ E. Wayne; review and revise same (.9).	1.90	2,622.00
5/23/23	J H	Call w/ G. McDonald (counsel to JW Dido) re: status of exclusivity extension.	0.20	325.00
5/26/23	CAD	Correspondence w/ A. Scarcella regarding section 1111(b) research (.1) and review/analyze same (.4).	0.50	690.00
5/26/23	E W	Review/analyze revised exclusivity order.	0.20	136.00
5/30/23	CAD	Correspondence w/ internal working group regarding notice of revised proposed order extending exclusive periods.	0.20	276.00
Sub-Total			59.30	75,330.50

Relief from Stay and Adequate Protection

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/1/23	M M	Corr. w/ Willkie team re: adequate protection re: budgeted amounts.	0.60	\$	1,125.00
5/4/23	CAD	Correspondence w/ E. Wayne regarding stipulation between Debtors and North Mill scheduling North Mills' stay relief motion for 5/22 (.1) and review/analyze same (.1).	0.20		276.00
5/4/23	E W	Review/analyze joint stipulation with North Mill re: stay relief motion.	0.20		136.00
5/5/23	CAD	Correspondence w/ E. Wayne regarding notice of hearing on North Mills' motion for relief from the automatic stay (.1) and review/analyze same (.1).	0.20		276.00
5/5/23	E W	Review/analyze notice of hearing (North Mill	0.20		136.00

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		motion for stay relief).		
5/15/23	T G	Review/analyze Debtors and converts objection to North Mill stay relief motion.	0.50	937.50
5/15/23	E W	Review/analyze Debtors' objection to North Mill's Motion for Relief from stay.	1.50	1,020.00
5/16/23	CAD	Review/analyze Debtors' objection to North Mills' motion for relief from the automatic stay (.8); correspondence w/ E. Wayne regarding same and summary (.2); review/analyze ad hoc noteholder group's objection to North Mills' motion for relief from the automatic stay (.1); correspondence w/ E. Wayne regarding same and summary (.1).	1.20	1,656.00
5/16/23	E W	Review/analyze ad hoc group objection to North Mills' motion for relief from stay.	1.10	748.00
5/17/23	CAD	Review/analyze and revise Committee joinder to Debtors' objection to North Mill motion for relief from the automatic stay (.2); correspondence w/ J. Burbage, E. Wayne regarding same and comments (.2).	0.40	552.00
5/17/23	JHB	Draft joinder to Debtors' objection to North Mill adequate protection motion.	1.50	1,972.50
5/17/23	CAD	Review/analyze and revise summary of Debtors' objection to North Mill's stay relief motion.	0.40	552.00
5/18/23	T G	Review/analyze North Mill stay relief joinder.	0.20	375.00
5/19/23	E W	Review/analyze agenda for 5/22 hearing (.2); notice of adjournment exclusivity re: North Mill motion for stay relief (.2).	0.40	272.00
5/22/23	E W	Review/analyze notice of hearing for North Mill Motion for Relief from stay.	0.20	136.00
Sub-Total			8.80	10,170.00

Reporting

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
5/1/23	CAD	Correspondence w/ E. Wayne, Ducera team regarding Debtors' March monthly operating reports and amended January/February monthly operating reports (.1) and review/analyze same	0.50	\$ 690.00

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(.4).

Sub-Total	0.50	690.00
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Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
5/18/23	T G	Review/analyze witness and exhibit lists for 5/22 hearing.	0.40 \$	750.00
5/22/23	J H	Attend (in-person) hearing re: Motion for exclusivity.	1.70	2,762.50
5/22/23	CAD	Participate in virtual hearing to consider Debtors' motion to extend plan exclusivity (in part).	1.20	1,656.00
5/22/23	T G	Prepare talking points for exclusivity argument (1.0); attend exclusivity hearing (1.7); follow-up meeting w/ J. Hardy and J. Brandt re: same (2.3); correspondence w/ Weil and Willkie teams re: status conference dates (.2).	5.20	9,750.00
5/22/23	M M	Attend hearing in TX virtually (re: exclusivity extension, North Hills) (in part).	0.50	937.50
5/22/23	J B	Prepare for (.8) and attend (1.7) exclusivity hearing.	2.50	2,575.00
5/22/23	E W	Prepare for 5/22 exclusivity hearing (in part) and review/analyze demonstrative (.5); attend hearing re: exclusivity extension motion (1.1); draft summary re: same for the committee (.3); correspondence with C. Damast re: same (.1).	2.00	1,360.00
		Sub-Total	13.50	19,791.00

First and Second Day Motions

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
5/1/23	CAD	Correspondence w/ R. Aurand (Alix) regarding reporting to Committee required under various first day orders (.1) and review/analyze same (.3).	0.40 \$	552.00
5/31/23	CAD	Correspondence w/ R. Aurand (Alix) regarding	0.30	414.00

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reporting to Committee as required pursuant to various first day orders (.1); review/analyze same (.2).

Sub-Total **0.70** **966.00**

Claims Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/1/23	JHB	Research T. Goren follow up question re: voluntary repayment case law (2.6) and draft internal notes re: same (.6).	3.20	\$	4,208.00
5/1/23	E W	Review/analyze case law re: tax treatment of OID in bankruptcy.	1.70		1,156.00
5/2/23	M M	Review and revise memo and cases on OID and make whole analysis pertaining to April notes claim amount.	0.80		1,500.00
5/3/23	J B	Conduct research re: convertible secured notes repayment premium and related issues.	4.00		4,120.00
5/4/23	JHB	Review/analyze E. Wayne research re: partial substantive consolidation (.4); draft responses to T. Goren follow up questions to draft repayment memo (1.0); corr. w/ T. Goren re: enterprise value lien questions (.6); attend call with Weil re: repayment amount issues (.9).	2.90		3,813.50
5/4/23	J B	Conduct legal research re: issues relating to legality of repayment premium (2.1); participate in meeting with Debtors and Committee professionals re: repayment premium issue and strategy (.8).	2.90		2,987.00
5/8/23	J B	Review/analyze and provide comments to draft chart analyzing convertible notes guarantees and related information (1.6); multiple corr. with internal team re: same (.3).	1.90		1,957.00
5/9/23	E W	Review/analyze convertible notes re: stock pledge.	1.10		748.00
5/10/23	J H	Internal conf. call w/ B. Miller, T. Goren, J. Burbage re: noteholder claims issues.	0.40		650.00
5/13/23	JHB	Incorporate T. Goren comments in Repayment Amount analysis memo.	2.80		3,682.00
5/30/23	JHB	Review/analyze T. Goren comments to	0.90		1,183.50

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Repayment Amount memo.

Sub-Total	22.60	26,005.00
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Lien Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/5/23	A S	Conduct legal research re: liens on enterprise value.	2.70	\$	2,335.50
5/8/23	JHB	Provide A. Scarcella with feedback re: lien/enterprise value research.	1.10		1,446.50
	Sub-Total		3.80		3,782.00

Other Motions/Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/12/23	T G	Review/analyze order re: Sullivan employment motion.	0.20	\$	375.00
5/12/23	CAD	Correspondence w/ E. Wayne regarding entered order authorizing Debtors' entry into Sullivan employment agreement (.1) and review/analyze same (.1).	0.20		276.00
5/12/23	E W	Review/analyze entered order re: Sullivan employment agreement.	0.20		136.00
5/18/23	JHB	Coordinate filing of Committee joinders and other pleadings re: 5/22 hearing matters.	0.20		263.00
5/18/23	E W	Review/analyze entered order re: use of directors and officers insurance proceeds.	0.20		136.00
5/19/23	CAD	Correspondence w/ E. Wayne regarding entered order authorizing use of D&O insurance proceeds (.1) and review/analyze same (.1).	0.20		276.00
	Sub-Total		1.20		1,462.00

Willkie Fee Statements and Applications

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
5/16/23	CAD	Discuss preparation of Willkie first interim fee application w/ B. Miller/T. Goren.	0.10	\$	138.00
5/18/23	A A	Draft April Monthly Fee Statement.	1.10		594.00
5/19/23	CAD	Review/analyze and revise Willkie April 2023 monthly fee statement (.4); correspondence w/ A. Ambeault regarding same and comments/revisions (.3).	0.70		966.00
5/19/23	A A	Finalize Willkie monthly fee statement (.3); serve same (.1).	0.40		216.00
5/26/23	CAD	Review and revise Willkie first interim fee application (1.4); correspondence w/ A. Ambeault regarding same and comments/revisions (.3).	1.70		2,346.00
5/31/23	CAD	Correspondence w/ A. Ambeault regarding Willkie first interim fee application (.2); correspondence w/ T. Goren, internal working group regarding same (.2); correspondence w/ T. Goren, A. Ambeault regarding Willkie May 2023 monthly fee statement (.1).	0.50		690.00
5/31/23	T G	Review and revise Willkie first interim fee application.	0.40		750.00
Sub-Total			4.90		5,700.00

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Client/Matter No. 132233.00001

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
GOREN, TODD	60.10	\$	1,875.00	\$	112,687.50
HARDY, JENNIFER	11.00		1,625.00		17,875.00
KORN, JEFFREY B.	1.90		1,875.00		3,562.50
MANSFIELD, MELAINIE	31.20		1,875.00		58,500.00
MILLER, BRETT	36.30		2,050.00		74,415.00
DAMAST, CRAIG A.	63.30		1,380.00		87,354.00
ARENA, MICHAEL D.	3.90		1,315.00		5,128.50
BRANDT, JOSEPH	27.80		1,030.00		28,634.00
BURBAGE, JAMES H.	38.40		1,315.00		50,496.00
SAUNDERS, EVAN W.	0.30		865.00		259.50
SCARCELLA, ANTHONY	16.50		865.00		14,272.50
WAYNE, ELIZABETH	58.50		680.00		39,780.00
AMBEAULT, ALISON	3.40		540.00		1,836.00
SASSO, ROHAN	3.50		315.00		1,102.50
WALKER, LAUREN	1.40		315.00		441.00

Professional Fees \$ 496,344.00

<u>Disbursements and Other Charges</u>	<u>Amount</u>
Teleconferencing	\$ 16.00
Other Out of Town Travel	543.70
Lodging	418.85
Airfare/Train	1,087.60
Data Acquisition	<u>2,295.11</u>

Disbursements and Other Charges 4,361.26

Total this Invoice \$ 500,705.26

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22314853
Client/Matter No. 132233.00001
June 16, 2023

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 37th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED

through May 31, 2023 as set forth in the
attached detail

Asset Analysis and Recovery	\$	3,950.00
Assumption and Rejection of Leases and Contracts	\$	8,077.00
Business Operations	\$	55,758.50
Case Administration	\$	66,644.50
Claims Administration and Objections	\$	133,838.50
Employment and Fee Applications	\$	5,621.50

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH
CITIBANK, N.A.
ABA NUMBER: [REDACTED]
FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP
ACCOUNT NUMBER: [REDACTED]
INTERNATIONAL SWIFT NUMBER: [REDACTED]
REFERENCE: 132233 00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Financing and Cash Collateral	\$	5,042.50
Meetings and Communications with Creditors	\$	55,971.50
Non-Working Travel (billed at 50%)	\$	17,543.50
Plan and Disclosure Statement	\$	75,330.50
Relief from Stay and Adequate Protection	\$	10,170.00
Reporting	\$	690.00
Hearings	\$	19,791.00
First and Second Day Motions	\$	966.00
Claims Investigation	\$	26,005.00
Lien Investigation	\$	3,782.00
Other Motions/Applications	\$	1,462.00
Willkie Fee Statements and Applications	\$	5,700.00
Disbursements and Other Charges	\$	4,361.26
Total this Invoice	\$	<u>500,705.26</u>

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

PAYMENT MAY BE MADE BY WIRE OR ACH

CITIBANK, N A

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 132233 00001

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Exhibit C

**Sixth Monthly Fee Statement
for the Period from June 1, 2023 through June 30, 2023**

Objection Deadline: August 16, 2023

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:)	
)	Chapter 11
)	
CORE SCIENTIFIC, INC. <i>et al.</i> , ¹)	Case No. 22-90341 (DRJ)
)	
Debtors.)	(Jointly Administered)
)	

**NOTICE OF WILLKIE FARR & GALLAGHER LLP'S
SIXTH MONTHLY FEE STATEMENT FOR COMPENSATION OF
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD JUNE 1, 2023 THROUGH JUNE 30, 2023**

Name of Applicant:	Willkie Farr & Gallagher LLP	
Applicant's Role in Case:	Counsel for the Official Committee of Unsecured Creditors	
Date Retention Order Signed:	March 10, 2023 [Docket No. 664]	
	Beginning of Period:	End of Period:
Time Period Covered by this Statement:	June 1, 2023	June 30, 2023
Summary of Total Fees and Expenses Requested		
Total Fees Requested in this Statement:	\$408,833.20 (80% of \$511,041.50 ²)	
Total Expenses Requested in this Statement:	\$3,031.74	

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Core Scientific Mining LLC (6971); Core Scientific, Inc. (3837); Core Scientific Acquired Mining LLC (N/A); Core Scientific Operating Company (5526); Radar Relay, Inc. (0496); Core Scientific Specialty Mining (Oklahoma) LLC (4327); American Property Acquisition, LLC (0825); Starboard Capital LLC (6677); RADAR LLC (5106); American Property Acquisitions I, LLC (9717); and American Property Acquisitions, VII, LLC (3198). The Debtors' corporate headquarters and service address is 210 Barton Springs Road, Suite 300, Austin, Texas 78704.

² This amount reflects a \$4,692.00 reduction for time entry review.

Total Fees and Expenses Requested in this Statement (inclusive of 20% holdback):	\$514,073.24
Summary of Attorney Fees Incurred	
Total Attorney Fees Incurred in this Statement:	\$489,358.50
Total Actual Attorney Hours Covered by this Statement:	316.3
Average Hourly Rate for Attorneys:	\$1,547.13
Summary of Paraprofessional and Other Fees Incurred	
Total Paraprofessional and Other Fees Incurred in this Statement:	\$21,683.00
Total Actual Paraprofessional and Other Hours Covered by this Statement:	54.0
Average Hourly Rate for Paraprofessionals and Others:	\$401.54

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Docket No. 541], each party receiving notice of the monthly fee statement will have 14 days after service of the monthly fee statement to object to the requested fees and expenses. Upon expiration of such 14-day period, the Debtors are authorized to pay the Professional an amount of 80% of the fees and 100% of the expenses requested in the applicable monthly fee statement.

Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* (the “Interim Compensation Order”) [Docket No. 541], Willkie Farr & Gallagher LLP (“Willkie”), as counsel for the official committee of unsecured creditors (the “Committee”), hereby submits its *Sixth Monthly Fee Statement for Compensation of Services Rendered and Reimbursement of Expenses as Counsel for the Official Committee of Unsecured Creditors for the Period from June 1, 2023 through June 30, 2023* (the “Monthly Fee Statement”).

1. By this Monthly Fee Statement, and pursuant to the Interim Compensation Order, Willkie seeks payment of \$408,833.20 (80% of \$511,041.50) as compensation for professional services rendered to the Committee during the period from June 1, 2023 through June 30, 2023 (the “Fee Period”) and \$3,031.74 for reimbursement of actual and necessary expenses during the Fee Period, for a total of \$411,864.94.

2. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by Willkie partners, counsel, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories Willkie established in accordance with its internal billing procedures. As reflected in **Exhibit A**, Willkie incurred \$511,041.50 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, Willkie seeks reimbursement for 80% of such fees (\$408,833.20).
- **Exhibit B** is a schedule providing certain information regarding the Willkie attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and

paraprofessionals of Willkie have expended a total of 370.3 hours in connection with these chapter 11 cases during the Fee Period.

- **Exhibit C** is a schedule for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which Willkie is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Willkie's out-of-pocket expenses.
- **Exhibit D** consists of Willkie's records of fees and expenses incurred during the Fee Period in connection with the rendition of professional services to the Committee.

3. Pursuant to the Interim Compensation Order, any party objecting to the payment of the interim compensation and reimbursement of expenses requested by this Monthly Fee Statement shall, within fourteen (14) days of service of this Monthly Fee Statement, serve via email to Willkie Farr & Gallagher LLP, Attn: Brett H. Miller, Esq., Todd M. Goren, Esq., James H. Burbage, Esq. and Joseph Brandt, Esq. (bmiller@willkie.com; tgoren@willkie.com; j Burbage@willkie.com; and jbrandt@willkie.com), and the following other Fee Notice Parties (as defined in the Interim Compensation Order) a written notice setting forth with reasonable detail the nature of the objection and the amount at issue (the "Notice of Objection to Monthly Fee Statement"):

- (a) the Debtors, c/o Core Scientific, Inc., Attn: Todd DuChene, Esq. (tduchene@corescientific.com);
- (b) Counsel for the Debtors, Weil, Gotshal & Manges LLP, Attn: Ray C. Schrock, P.C., Ronit Berkovich, Esq., and Clifford Carlson, Esq. (ray.schrock@weil.com; ronit.berkovich@weil.com; and clifford.carlson@weil.com);
- (c) the Office of the U.S. Trustee for Region 7, Attn: Jayson Ruff and Alicia Barcomb (jayson.b.ruff@usdoj.gov and alicia.barcomb@usdoj.gov); and
- (d) Counsel for the Ad Hoc Noteholder Group, Paul Hastings LLP, Attn: Kristopher M. Hansen and Sayan Bhattacharyya (krishansen@paulhastings.com and sayanbhattacharyya@paulhastings.com).

4. If a Notice of Objection to Monthly Fee Statement is timely served pursuant to the Interim Compensation Order, the objecting party and Willkie shall attempt to resolve the objection

on a consensual basis. If the parties reach an agreement, the Debtors shall promptly pay Willkie an amount equal to 80% of the agreed-upon fees and 100% of the agreed-upon expenses.

5. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Willkie reserves the right to seek payment of such fees and expenses in a subsequent monthly fee statement.

WHEREFORE, Willkie requests payment of its fees and expenses incurred during the Fee Period in the total amount of \$411,864.94, consisting of (a) \$408,833.20, which is 80% of Willkie's fees incurred during the Fee Period; and (b) \$3,031.74 for actual and necessary expenses incurred during the Fee Period.

Dated: Houston, Texas
August 2, 2023

Respectfully Submitted,

WILLKIE FARR & GALLAGHER LLP

By: /s/ Jennifer J. Hardy

Jennifer J. Hardy (Texas Bar No. 24096068)

600 Travis Street

Houston, Texas 77002

Telephone: 713-510-1700

Facsimile: 713-510-1799

Email: jhardy2@willkie.com

AND

Brett H. Miller (admitted *pro hac vice*)

Todd M. Goren (admitted *pro hac vice*)

James H. Burbage (admitted *pro hac vice*)

787 Seventh Avenue

New York, New York 10019

Telephone: 212-728-8000

Facsimile: 212-728-8111

Email: bmiller@willkie.com

tgoren@willkie.com

jburbage@willkie.com

Counsel for the Official Committee of Unsecured Creditors

CERTIFICATE OF SERVICE

I hereby certify that on August 2, 2023, a true and correct copy of the foregoing document was served via electronic mail on the Fee Notice Parties pursuant to the Interim Compensation Order.

/s/ Jennifer J. Hardy
Jennifer J. Hardy

Exhibit A**Summary of Legal Fees for the Fee Period**

Task Code	Matter Description	Total Billed Hours	Total Fees Requested
001	Asset Analysis and Recovery	1.4	\$2,535.00
003	Assumption and Rejection of Leases and Contract	5.2	\$6,253.50
006	Business Operations	10.2	\$20,053.50
007	Case Administration	27.6	\$36,637.50
008	Claims Administration and Objections	46.1	\$46,248.00
011	Employment and Fee Applications	7.4	\$6,614.00
013	Financing and Cash Collateral	3.4	\$4,782.50
015	Meetings and Communications with Committee	65.0	\$106,480.00
017	Plan and Disclosure Statement	162.3	\$231,687.00
019	Relief from Stay and Adequate Protection	3.4	\$3,792.50
020	Reporting	0.4	\$412.00
021	Tax	9.7	\$17,359.00
024	Hearings	6.3	\$9,330.50
025	First and Second Day Motions	0.4	\$552.00
027	Lien Investigation	1.2	\$1,413.50
029	Other Motions/Applications	0.4	\$539.00
030	Schedules and Statements	0.8	\$544.00
032	Willkie Fee Statements and Applications	8.5	\$8,086.50
034	Mediation	5.8	\$7,721.50
036	Time Entry Review	4.8	\$4,692.00
Total Requested		370.3	\$515,733.50
Less Client Accommodation for Time Entry Review (100% of Fees Incurred)			(\$4,692.00)
Total Requested		370.3	\$511,041.50

Exhibit B**Summary of Hours Billed by Willkie Attorneys and
Paraprofessionals/Others for the Fee Period**

Professional Person	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Todd M. Goren	Partner	2003 (NY)	Business Reorganization & Restructuring	\$1,875	62.1	\$116,437.50
Jennifer J. Hardy	Partner	2015 (TX)	Business Reorganization & Restructuring	\$1,625	7.2	\$11,700.00
Jeffrey B. Korn	Partner	2001 (NY)	Litigation	\$1,875	0.6	\$1,125.00
Vadim Mahmoudov	Partner	2000 (NY)	Tax	\$1,950	3.3	\$6,435.00
Melanie Mansfield	Partner	1995 (CA)	Business Reorganization & Restructuring / Finance	\$1,875	17.2	\$32,250.00
Brett H. Miller	Partner	1992 (NY)	Business Reorganization & Restructuring	\$2,050	61.6	\$126,280.00
Craig A. Damast	Counsel	1992 (NY)	Business Reorganization & Restructuring	\$1,380	78.4	\$108,192.00
Michael D. Arena	Associate	2015 (NY)	Finance	\$1,315	2.4	\$3,156.00
Joseph Brandt	Associate	2021 (NY)	Business Reorganization & Restructuring	\$1,030	27.5	\$28,325.00
James H. Burbage	Associate	2016 (NY)	Business Reorganization & Restructuring	\$1,315	32.8	\$43,132.00
Elizabeth Wayne	Associate	2022 (IL)	Business Reorganization & Restructuring	\$680	23.2	\$15,776.00
Total for Attorneys					316.3	\$492,808.50

Paraprofessional / Other Persons	Position with the Applicant	Number of Years at Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Alison Ambeault	Director, Practice Support	17 ½ years	Business Reorganization & Restructuring	\$540	11.0	\$5,940.00
Zachary Charlton	Summer Associate	< 1 year	Business Reorganization & Restructuring	\$395	22.9	\$9,045.50
Ariel Herzog	Summer Associate	< 1 year	Business Reorganization & Restructuring	\$395	20.1	\$7,939.50
Total for Paraprofessionals/Others					54.0	\$22,925.00

Total Fees for Fee Period	\$515,733.50
Less Client Accommodation for Time Entry Review	(\$4,692.00)
Total Fees Requested for Fee Period	\$511,041.50
20% Fee Holdback for Fee Period	\$102,208.30
80% of Total Fees Requested for Fee Period	\$408,833.20
Expenses for Fee Period	\$3,031.74
TOTAL PAYMENT REQUESTED	<u>\$411,864.94</u>

Exhibit C

Summary of Expenses for the Fee Period

Expense Categories	Amount
Data Acquisition (including Legal Research)	\$3,031.74
Totals:	\$3,031.74

Exhibit D

Fees and Expenses

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

Tel: 212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22319883
Client/Matter No. 132233.00001
July 31, 2023

FOR PROFESSIONAL SERVICES RENDERED

through June 30, 2023 as set out in the
attached detail

Asset Analysis and Recovery	\$	2,535.00
Assumption and Rejection of Leases and Contracts	\$	6,253.50
Business Operations	\$	20,053.50
Case Administration	\$	36,637.50
Claims Administration and Objections	\$	46,248.00
Employment and Fee Applications	\$	6,614.00
Financing and Cash Collateral	\$	4,782.50
Meetings and Communications with Creditors	\$	106,480.00
Plan and Disclosure Statement	\$	231,687.00
Relief from Stay and Adequate Protection	\$	3,792.50
Reporting	\$	412.00
Tax	\$	17,359.00

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Hearings	\$	9,330.50
First and Second Day Motions	\$	552.00
Lien Investigation	\$	1,413.50
Other Motions/Applications	\$	539.00
Schedules and Statements	\$	544.00
Willkie Fee Statements and Applications	\$	8,086.50
Mediation	\$	7,721.50
Disbursements and other Charges	\$	3,031.74
Total this Invoice	\$	<u>514,073.24</u>

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Asset Analysis and Recovery

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/13/23	B M	Meeting with the advisors to the equity committee re: valuation (.5); prepare memorandum regarding issues with the equity committee valuation (.4).	0.90	\$	1,845.00
6/14/23	CAD	Correspondence w/ E. Wayne regarding assets at parent Core Scientific Inc. level (.1); review/analyze same (.1); correspondence w/ internal working group regarding same and NOLs (.3).	0.50		690.00
		Sub-Total	1.40		2,535.00

Assumption and Rejection of Leases and Contracts

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/12/23	CAD	Review/analyze proposed settlement terms regarding Atalaya miner equipment leases (.3); correspondence w/ J. Burbage, Ducera team regarding same (.1).	0.40	\$	552.00
6/21/23	CAD	Review/analyze entered agreed order continuing hearing on GEM Mining motion to compel assumption or rejection of executory contracts (.1); correspondence w/ E. Wayne regarding same (.1).	0.20		276.00
6/28/23	CAD	Correspondence w/ J. Goltser (Weil) regarding draft motion to assume Atalaya lease as settled/amended (.1) and review/analyze same (.3); correspondence w/ A. Herzog regarding summary of same (.1) and review/analyze same (.1).	0.60		828.00
6/28/23	T G	Review/analyze draft motion to assume Atalaya lease (.5); review/analyze supporting materials re: same (.3).	0.80		1,500.00
6/28/23	E W	Review/analyze debtors' draft Atalaya lease assumption motion (.5); correspondence with A. Herzog re: same (.2)	0.70		476.00

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6/28/23	A H	Summarize Core's Motion to Amend, Restate, and Assume Equipment Lease Agreements (.8); correspondence with E. Wayne re: same and distribute internally (.1).	0.90	355.50
6/29/23	CAD	Correspondence w/ J. Brandt regarding Debtors' motion to assume unexpired real property leases and executory contract (.1); review/analyze same (.3) and summary (.1).	0.50	690.00
6/29/23	T G	Review/analyze lease Atalaya assumption motion.	0.40	750.00
6/30/23	CAD	Review/analyze as-filed Debtors' motion to amend and restate equipment lease agreements and assume same (.3); correspondence w/ A. Herzog regarding same and analysis (.2).	0.50	690.00
6/30/23	E W	Review/analyze debtors' filed motion for authority to amend and restate equipment lease.	0.20	136.00
Sub-Total			5.20	6,253.50

Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/5/23	B M	Review/analyze the Core business plan (3.2); correspondence with Ducera regarding the Core business plan (.7); correspondence with Weil regarding the management presentation to the UCC of the business plan and plan construct (.5).	4.40	\$	9,020.00
6/6/23	B M	Meeting with Ducera to review/analyze the Debtors' business plan (2.5); meeting with the Debtors to discuss the business plan and the plan construct (1.2); prepare memorandum regarding the open business plan issues (.6).	4.30		8,815.00
6/7/23	CAD	Correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report through 6/2/23 (.1) and review/analyze same (.1); correspondence w/ N. Warier (PJT) regarding cleansing business plan materials for Committee (.1) and review/analyze same (.3).	0.60		828.00
6/15/23	CAD	Correspondence w/ J. Shen (Alix) regarding Debtors' weekly variance report through 6/9 (.1)	0.20		276.00

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6/21/23	CAD	and review/analyze same (.1). Correspondence w/ J. Shen (Alix) regarding Debtors' variance report through June 16, 2023 (.1) and review/analyze same (.1).	0.20	276.00
6/28/23	T G	Review/analyze weekly variance report.	0.30	562.50
6/29/23	CAD	Correspondence w/ J. Shen (Alix) regarding Debtors' variance report through 6/23 (.1) and review/analyze same (.1).	0.20	276.00
Sub-Total			10.20	20,053.50

Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/1/23	E W	Correspondence with C. Damast, A. Ambeault, and J. Hardy re: UCC meeting (.2); conference calls with A. Herzog and Z. Charlton re: Celsius litigation, UCC claims, and official equity committee (1.0).	0.90	\$	612.00
6/1/23	CAD	Correspondence w/ internal working group regarding outstanding legal research projects.	0.10		138.00
6/6/23	CAD	Review/revise draft agendas for tomorrow's internal weekly Willkie meeting (.2) and 6/8 Committee meeting (.2); correspondence w/ E. Wayne, internal working group regarding same and comments/revisions (.2).	0.60		828.00
6/6/23	E W	Prepare for 6/7 weekly professionals meeting and 6/8 weekly UCC meeting.	0.40		272.00
6/7/23	J H	Weekly call w/ Debtor and UCC professionals re: case status, liquidity, Celsius status.	0.50		812.50
6/7/23	CAD	Review and revise draft agendas for today's weekly internal Willkie meeting (.2) and tomorrow's Committee meeting (2x) (.3); correspondence w/ E. Wayne, J. Burbage regarding same and comments/revisions and materials for tomorrow's Committee meeting (.4); participate in weekly call w/ Debtors' professionals (matters discussed -- business plan and chapter 11 plan construct presentations; status of pending motions) (.5);	1.60		2,208.00

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		participate in weekly internal Willkie meeting (matters discussed -- recap of today's call w/ Debtors' professionals; preview of tomorrow's business plan/chapter 11 presentation to Committee; agenda for tomorrow's Committee meeting) (.2).		
6/7/23	T G	Call w/ Debtors' professionals re: case update, business plan, Chapter 11 Plan (.5); follow-up discussion w/ UCC professionals re: same (.3).	0.80	1,500.00
6/7/23	E W	Prepare for 6/7 weekly professionals meeting and 6/8 weekly UCC meeting (.2); attend weekly professionals' meeting re: management plan presentation to the committee (.5).	0.70	476.00
6/7/23	M M	Prepare for (.5) and participate in (.5) weekly meeting with Weil, Willkie, PJT and Ducera re: case progress; update on Celsius, Plan filing.	1.00	1,875.00
6/7/23	J H	Call w/ UCC professionals re: preparation for UCC weekly call.	0.20	325.00
6/8/23	CAD	Meeting w/ internal working group regarding debrief of today's meetings w/ Debtors' management/Committee regarding business plan and chapter 11 plan construct/next steps.	0.40	552.00
6/8/23	JHB	Corr. w/ A. Herzog and Z. Charlton re: business plan presentation.	0.30	394.50
6/8/23	JBK	Discussion with M. Mansfield re: case strategy/possible litigation.	0.40	750.00
6/12/23	E W	Correspondence with Committee re: 6/15 weekly UCC meeting (.1); correspondence with Z. Charlton, A. Herzog, and J. Brandt re: same (.4).	0.50	340.00
6/13/23	CAD	Review and revise drafts of agendas for tomorrow's internal weekly Willkie meeting (.2) and 6/15 weekly Committee meeting (.2); correspondence w/ E. Wayne regarding same and comments/revisions (.3).	0.70	966.00
6/13/23	E W	Prepare for 6/14 weekly professionals' meeting and 6/15 weekly UCC meeting.	0.50	340.00
6/14/23	M M	Participate in weekly call with Weil, Alix, PJT, Ducera, Willkie re: plan issues and filing status, upcoming filings.	0.60	1,125.00
6/14/23	CAD	Participate in weekly call w/ Debtors' professionals (matters discussed -- plan issues and filing status; proposed Atalaya and Condair	1.30	1,794.00

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		settlements; liquidity update) (.6); participate in weekly internal Willkie meeting (matters discussed -- recap of today's call w/ Debtors' professionals; agenda for tomorrow's Committee meeting) (.3); correspondence w/ E. Wayne regarding revised agenda for tomorrow's Committee meeting (.2) and review/revise same (.2).		
6/14/23	E W	Attend weekly professionals' meeting re: plan status (.6); follow up discussion w/ Willkie team re: same (.2).	0.80	544.00
6/14/23	JHB	Provide E. Wayne with comments to draft internal meeting agenda (.1); attend weekly call with Debtors' professionals discussing legal issues, liquidity and operational performance (.6).	0.70	920.50
6/14/23	J H	Weekly call w/ Debtor and UCC professionals (attend partial) re: liquidity and operations (.3); follow-up call w/ UCC professionals in preparation for UCC call (.3).	0.60	975.00
6/14/23	JHB	Attend weekly Committee professionals call re: business plan, Chapter 11 plan, upcoming Committee meeting.	0.50	657.50
6/15/23	MDA	Corr. with Willkie team re: business plan, equity ownership and illustrative timeline materials in connection with UCC calls (.2); analysis of documentary materials re: same (.1).	0.30	394.50
6/15/23	T G	Review/analyze summary of recently filed pleadings for UCC.	0.30	562.50
6/20/23	CAD	Review/analyze notice of agenda for tomorrow's hearing on GEM Mining motion to compel assumption or rejection (.1); correspondence w/ internal working group regarding same (.3); review/revise draft agendas for tomorrow's internal weekly Willkie meeting (2x) (.3) and 6/21 Committee meeting (.3); correspondence w/ E. Wayne, J. Burbage regarding same and comments (.4).	1.40	1,932.00
6/20/23	E W	Prepare for 6/21 weekly professionals meeting and 6/22 weekly committee meeting.	0.80	544.00
6/20/23	JHB	Review/analyze draft Committee meeting agenda and provide E. Wayne with comments re: same.	0.20	263.00

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6/21/23	CAD	Participate in weekly call w/ Debtors' professionals (matters discussed -- real estate update; Debtors' filed chapter 11 plan/next steps; liquidity update; Celsius mediation) (.5); participate in weekly Willkie internal meeting (matters discussed -- recap of today's call w/ Debtors' professionals; draft agenda for tomorrow's Committee meeting) (.2); correspondence w/ E. Wayne regarding additional comments to today's internal meeting and tomorrow's Committee meeting agendas (.4) and items for next week's internal and Committee agendas (.2); subsequent correspondence w/ J. Burbage, E. Wayne regarding same (.1).	1.40	1,932.00
6/21/23	E W	Correspondence with C. Damast re: 6/21 weekly professionals' meeting and 6/22 weekly committee meeting	0.20	136.00
6/21/23	JHB	Attend weekly Debtors' professional call re: plan/next steps, Celsius mediation, case updates.	0.50	657.50
6/21/23	T G	Call w/ Debtors' professionals re: plan status, real estate update (.5); follow-up call w/ Ducera re: same (.4).	0.90	1,687.50
6/21/23	M M	Prepare for (.3) and participate in (.5) meeting with Debtor and UCC professionals re: plan, liquidity, case update.	0.80	1,500.00
6/21/23	J H	Attend call w/ Debtors and UCC advisors re: plan and liquidity issues.	0.60	975.00
6/27/23	CAD	Correspondence (.1) and discussion (.1) w/ B. Miller regarding 6/29 scheduled status conference; review/analyze agenda for tomorrow's hearing (.1); correspondence w/ internal working group regarding tomorrow's hearing and logistics (.2); review/analyze notice of cancellation of tomorrow's hearing (.1); review/revise draft agenda for tomorrow's weekly internal Willkie meeting (2x)(.3); correspondence w/ E. Wayne regarding same and comments (.2); review/analyze draft of agenda for 6/30 Committee meeting (2x) (.3); correspondence w/ E. Wayne regarding same and comments (.2).	1.60	2,208.00

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6/27/23	E W	Prepare materials for 6/28 weekly professionals meeting and 6/30 weekly UCC meeting.	0.70	476.00
6/27/23	E W	Correspondence with C. Carlson (Weil) re: cancellation of 6/28 hearing.	0.10	68.00
6/28/23	CAD	Participate in weekly call w/ Debtors' professionals (matters discussed -- chapter 11 plan status and tomorrow's status conference; liquidity update) (.4); participate in weekly internal Willkie meeting (matters discussed -- recap of today's call w/ Debtors' professionals; agenda for 6/30 Committee meeting) (.2); review/analyze agenda for tomorrow's status conference (.1).	0.70	966.00
6/28/23	M M	Prepare for (.3) and participate in (.4) Core professionals call with Willkie, Weil, PJT and Ducera re: plan, status conference.	0.70	1,312.50
6/28/23	JHB	Attend weekly meeting with Debtors' professionals discussing business operations, liquidity, legal updates.	0.40	526.00
6/29/23	CAD	Correspondence w/ J. Burbage, J. Brandt, E. Wayne regarding this afternoon's status conference (.3) and logistics/attachments for tomorrow's Committee meeting (.2); correspondence w/ E. Wayne, Committee members regarding agenda/attachments for tomorrow's meeting (.1).	0.60	828.00
6/29/23	A A	Assist w/ preparation of materials for Status Conference.	0.60	324.00
6/29/23	JHB	Calls with J. Brandt (.1) and C. Damast (.3) re: status conference recap.	0.40	526.00
6/30/23	CAD	Correspondence w/ A. Ambeault regarding next week's Willkie internal and Committee meetings (.1); correspondence w/ E. Wayne regarding calendar and meeting agenda updates (.2).	0.30	414.00
Sub-Total			27.60	36,637.50

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/1/23	A H	Conduct legal research regarding whether a liquidated damages provision can constitute the economic equivalent of unmatured interest.	2.50	\$	987.50
6/1/23	T G	Meeting w/ J. Brandt and J. Burbage re: 200% repayment issue/follow-up research.	0.40		750.00
6/1/23	JHB	Corr. w/ A. Herzog and Z. Charlton re: 200% Repayment Amount issue (.7); meeting with T. Goren re: comments to the Repayment Amount memo (.4); conversation with M. Killip re: Convertible Notes' security interest (.4).	1.50		1,972.50
6/1/23	B M	Review/analyze the Debtors' objections to the Sphere and GEM claims (1.3); prepare memorandum regarding the open claims objection issues (.4).	1.70		3,485.00
6/2/23	CAD	Correspondence w/ A. Ambeault regarding stipulation between Debtors and Sphere regarding discovery and claims objection (.1) and review/analyze same (.1).	0.20		276.00
6/2/23	T G	Review/analyze research re: Repayment Amount issue (.9); review/analyze Core/Sphere scheduling stip (.2).	1.10		2,062.50
6/2/23	J B	Revise research memorandum re: analysis of repayment premium.	0.70		721.00
6/2/23	E W	Correspondence with Z. Charlton re: Sphere scheduling stipulation.	0.10		68.00
6/2/23	Z C	Research case comparisons re: convert Note provisions (3.5); draft memorandum re: convert Note provisions case law (1.9).	5.40		2,133.00
6/5/23	T G	Review/analyze further research re: Repayment Amount (.6) and correspondence w/ Willkie team re: same (.2).	0.80		1,500.00
6/5/23	JHB	Meetings with A. Herzog (.4) and Z. Charlton (.4) re: case law review i/c/w 200% Repayment Amount memo; review/analyze case law re: same (.9).	1.70		2,235.50
6/5/23	J B	Revise research memo re: repayment premium issue re: internal feedback and comments.	2.30		2,369.00
6/6/23	CAD	Review/analyze updated legal research on convertible noteholders 200% payment premium issues.	0.40		552.00
6/8/23	CAD	Correspondence w/ J. Burbage, C. Carlson	0.60		828.00

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		(Weil) regarding class action proof of claim (.2); correspondence w/ J. Burbage, A. Herzog regarding same and summary (.2); review/analyze such summary (.2).		
6/8/23	A H	Review/analyze class action complaint against Core (.8); summarize same (.7).	1.50	592.50
6/8/23	B M	Review and comment on the responses of Sphere and GEM and next steps in the claim process (1.2); correspondence with the Debtors regarding the open claims list (.4).	1.60	3,280.00
6/9/23	Z C	Draft memorandum re: convert Note provisions and research re: same.	1.40	553.00
6/9/23	CAD	Review/revise summary of class action securities claim filed against the Debtors (.3); correspondence w/ A. Herzog regarding same and comments (.2); correspondence w/ J. Burbage regarding same (.1); correspondence w/ A. Herzog, internal working group regarding same (.1).	0.70	966.00
6/9/23	A H	Review/analyze comments on class action summary from C. Damast and distribute summary to Willkie team.	0.10	39.50
6/9/23	T G	Review/analyze class action claim (.6) and correspondence w/ Willkie team re: same (.2).	0.80	1,500.00
6/9/23	JHB	Review/analyze A. Herzog summary of Pang claim (.1) and correspondence with T. Goren re: same (.1).	0.20	263.00
6/9/23	J B	Draft summary re: Debtors motion for summary judgment on Sphere 3D claims.	1.50	1,545.00
6/12/23	CAD	Review/analyze Debtors' motion for summary judgment regarding objection to Sphere's proofs of claim (.4); correspondence w/ J. Brandt regarding summary of same (.1) and review/analyze same (.1); correspondence w/ J. Goltser (Weil) regarding overview of Debtors' filed and scheduled claims (.1) and review/analyze same (.3); correspondence w/ J. Burbage regarding same (.1).	1.10	1,518.00
6/12/23	Z C	Revise memorandum re: convert Note provisions and related research.	0.90	355.50
6/12/23	T G	Review/analyze claims overview from Debtors.	0.60	1,125.00
6/12/23	MDA	Corr. with Willkie team re: business plan,	0.20	263.00

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		Atalaya settlement and claim estimates (.1); analysis of documents re: same (.1).		
6/13/23	MDA	Corr. with Willkie team re: secured noteholder claims and cramdown analysis re: same.	0.30	394.50
6/13/23	Z C	Further revise memorandum re: convert Note provisions and related research.	1.80	711.00
6/14/23	T G	Review/analyze summary judgment motion re: Sphere.	0.70	1,312.50
6/14/23	CAD	Correspondence w/ J. Brandt regarding convertible notes provisions regarding acceleration upon a default and interest (.1) and review/analyze same (.3); review/analyze Alix presentation regarding overview of scheduled and filed claims (.2).	0.60	828.00
6/21/23	CAD	Review/analyze Bryce Johnson motion to withdraw proofs of claim with prejudice (.1); correspondence w/ A. Herzog regarding same and summary (.2).	0.30	414.00
6/21/23	E W	Review/analyze Bryce Johnson's motion to withdraw proofs of claim.	0.50	340.00
6/22/23	CAD	Review/analyze Celsius' objection to Debtors' summary judgment motion regarding objection to Celsius' claims (.4); correspondence w/ internal working group regarding same (.2); correspondence w/ A. Herzog regarding summary of same (.1) and review/analyze same (.1); correspondence w/ A. Herzog regarding entered order granting Bryce Johnson motion to withdraw proofs of claim (.1) and review/analyze same (.1).	1.00	1,380.00
6/22/23	E W	Review/analyze Celsius response to Debtors' motion for partial summary judgment.	1.10	748.00
6/22/23	JHB	Review/analyze Celsius reply to summary judgment motion.	0.40	526.00
6/22/23	A H	Corr. w/ internal team re: Court's Order granting Bryce Johnsons' Motion to Withdraw Claim Nos. 19 and 120.	0.10	39.50
6/22/23	A H	Summarize Celsius Mining Objection to Core's Motion for Partial Summary Judgment re: Celsius claim nos. 425 & 497.	0.80	316.00
6/22/23	T G	Review/analyze Johnson claim withdrawal motion.	0.30	562.50
6/23/23	T G	Review/analyze Celsius objection to summary	0.90	1,687.50

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6/26/23	Z C	judgment Motion. Draft presentation for UCC re: Noteholders Repayment amount (2.5); conference with E. Wayne re: same (.3).	2.80	1,106.00
6/27/23	CAD	Correspondence w/ T. Goren, internal working group regarding Celsius objection to Debtors' motion for summary judgment regarding Celsius claims and exhibits filed under seal.	0.20	276.00
6/27/23	T G	Review/analyze Celsius response to summary judgment motion (.4) and correspondence w/ Willkie team re: exhibits to same (.2).	0.60	1,125.00
6/27/23	JHB	Corr. w/ T. Goren re: Celsius reply and exhibits filed under seal (.1); draft email to C. Carlson (Weil) re: same (.1).	0.20	263.00
6/30/23	CAD	Correspondence w/ C. Carlson (Weil) regarding term sheet proposing to settle certain Celsius claims/sale of Cedarvale property (.1); review/analyze same (.2); correspondence w/ internal working group regarding same (.2); review/analyze entered agreed order extending Debtors' deadline to file reply in further support of partial summary judgment motion regarding objection to Celsius claims (.1).	0.60	828.00
6/30/23	E W	Correspondence with M. Silverman (Pryor Cashman) re: Sphere 3D deadlines.	0.10	68.00
6/30/23	JHB	Review/analyze Celsius settlement proposal.	0.30	394.50
6/30/23	Z C	Revise presentation for UCC re: Noteholders Repayment amount.	2.50	987.50
Sub-Total			46.10	46,248.00

Employment and Fee Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/2/23	A A	Draft Ducera First Interim Fee Application.	1.80	\$	972.00
6/2/23	CAD	Correspondence w/ A. Ambeault, M. Feinberg (Ducera) regarding Ducera first interim fee application.	0.20		276.00
6/6/23	CAD	Correspondence w/ M. Feinberg (Ducera), A.	0.30		414.00

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		Ambeault regarding draft of Ducera first interim fee application.		
6/6/23	CAD	Correspondence w/ internal working group regarding Debtors' request for consent for Deloitte to exceed monthly and case ordinary course professionals caps (.2).	0.20	276.00
6/7/23	CAD	Correspondence w/ J. Burbage regarding Deloitte exceeding monthly and case ordinary course professionals caps (.2); correspondence w/ J. Mezzatesta (Weil) regarding same (.1).	0.30	414.00
6/8/23	CAD	Correspondence w/ M. Feinberg (Ducera), A. Ambeault regarding draft of Ducera first interim fee application.	0.30	414.00
6/9/23	CAD	Correspondence w/ A. Ambeault, J. Brandt regarding draft of Ducera first interim fee application and comments (.2); review/analyze same (.2); correspondence w/ A. Ambeault, M. Feinberg (Ducera) regarding same (.1).	0.50	690.00
6/9/23	A A	Revise Ducera 1st Interim Fee Application (.4); corr. w/ J. Brandt and C. Damast re: same (.2); corr. w/ M. Feinberg (Ducera) re: same (.1).	0.70	378.00
6/12/23	CAD	Correspondence w/ M. Feinberg (Ducera) regarding revised draft of Ducera first interim fee application (.2); review/analyze same (.1); correspondence w/ A. Ambeault, J. Brandt regarding same (.2).	0.50	690.00
6/12/23	A A	Further revise Ducera 1st Interim Fee Application.	0.80	432.00
6/13/23	CAD	Correspondence w/ A. Ambeault, internal working group regarding sign off on and filing of Ducera first interim fee application (.2); correspondence w/ A. Ambeault, A. Crabtree (Weil) regarding first interim fee applications of estate professionals and logistics (.2).	0.40	552.00
6/13/23	A A	Prepare, file and serve Ducera First Interim Fee Application.	0.40	216.00
6/16/23	CAD	Review/analyze PJT May 2023 monthly fee statement (.1); correspondence w/ J. Brandt regarding same (.1).	0.20	276.00
6/16/23	E W	Review/analyze PJT 5th monthly fee statement (.2) and Weil first interim fee application (.3).	0.50	340.00
6/21/23	CAD	Correspondence w/ J. Brandt regarding Weil April 2023 monthly fee statement.	0.10	138.00

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6/21/23	E W	Review/analyze Weil's fifth monthly fee statement.	0.20	136.00
Sub-Total			7.40	6,614.00

Financing and Cash Collateral

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/28/23	CAD	Correspondence w/ B. Miller regarding Debtors' contemplated DIP amendment to pay mechanics liens settlements and issues (.2); correspondence w/ J. Burbage, J. Brandt regarding same (.2).	0.40	\$ 552.00
6/28/23	T G	Correspondence w/ Willkie team re: DIP amendment (.2) and review/analyze DIP provisions re: same (.2).	0.40	750.00
6/28/23	MDA	Analysis of DIP facility re: amendment objection rights and process (.2); corr. with Willkie team re: same (.1).	0.30	394.50
6/29/23	CAD	Correspondence w/ J. Brandt regarding Committee's rights regarding DIP amendment (.2) and review/analyze same (.2); correspondence w/ J. Brandt regarding Debtors' notice of DIP amendment (.1) and review/analyze same (.1).	0.60	828.00
6/29/23	T G	Review/analyze proposed DIP amendment (.4) and correspondence w/ Willkie team re: same (.2).	0.60	1,125.00
6/29/23	J B	Review/analyze Debtors notice of intent to amend DIP Credit Agreement (.6) and draft update for internal team re: same (.5).	1.10	1,133.00
Sub-Total			3.40	4,782.50

Meetings and Communications with Creditors

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/23	J H	Attend weekly UCC meeting re: current case updates, liquidity forecast, upcoming litigation	0.20	\$ 325.00

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6/1/23	CAD	(in part). Correspondence w/ P. Trompeter (Sphere) (.1) and E. Wayne (.1) regarding today's Committee meeting; discuss same w/ E. Wayne (.1); prepare for (.2) and participate in (.3) this week's Committee meeting (matters discussed -- update on business plan/plan term sheet; Debtors' upcoming motions; Ducera update).	0.80	1,104.00
6/1/23	T G	Prepare for (.4) and participate on (.3) Committee call re: plan status, upcoming motions; review/analyze Ducera materials for call (.4); follow-up meeting w/ internal team re: same (.4).	1.50	2,812.50
6/1/23	B M	Preparation (.5) and attendance at (.3) the UCC meeting to discuss plan status/upcoming motions.	0.80	1,640.00
6/1/23	M M	Prepare for (.2) and participate in (.3) weekly meeting with UCC re: plan, case status, upcoming filings.	0.50	937.50
6/1/23	J B	Participate in meeting with Committee and Committee professionals re: business plan update and other case updates (in part).	0.20	206.00
6/1/23	E W	Attend weekly UCC meeting re: mechanics liens settlements and business plan.	0.20	136.00
6/1/23	E W	Attend weekly UCC meeting re: mechanics liens settlements and business plan.	0.20	136.00
6/5/23	CAD	Correspondence w/ E. Wayne, E. Wirmani (Tenaska) regarding Committee meetings/hearings issues.	0.20	276.00
6/5/23	E W	Correspondence with C. Cowden (Tenaska) and E. Wirmani (Ross, Smith & Binford) re: weekly UCC meetings and emails.	0.10	68.00
6/5/23	M M	Prepare for (.2) and participate in call with Ducera and Willkie re: update on plan, valuation (.3).	0.50	937.50
6/7/23	CAD	Participate in weekly meeting w/ Committee professionals (matters discussed -- debrief from yesterday's chapter 11 plan construct presentation and today's call w/ Debtors' professionals) (.3); correspondence w/ J. Burbage, Committee members regarding tomorrow's business plan/chapter 11 plan construct presentation by Debtors (.1);	0.60	828.00

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		correspondence w/ Committee members, internal working group regarding tomorrow's presentation by Debtors on business plan/chapter 11 plan construct (.2).		
6/7/23	T G	Review and revise agenda for UCC call (.2) and correspondence w/ Willkie team re: logistics for call with Debtors (.2); correspondence w/ Shell re: UCC call (.2).	0.60	1,125.00
6/7/23	JHB	Corr. w/ Shell re: management presentation (.1); corr. w/ Committee re: management presentation (.3).	0.40	526.00
6/7/23	M M	Prepare for (.2) and participate in (.3) weekly meeting to prep for UCC call with Willkie and Ducera team.	0.50	937.50
6/7/23	B M	Review and comment on the agenda, exhibit and handouts for the UCC meeting to discuss open case issues.	1.60	3,280.00
6/7/23	J B	Participate in meetings with Debtors' advisors and internal team re: forthcoming motions and other case updates (.5); corr. w/ internal team re: same (.2).	0.70	721.00
6/8/23	CAD	Prepare for (.2) and participate in Debtors' management presentation to Committee regarding business plan and chapter 11 plan construct (1.0) and regular Committee meeting/session regarding same and debrief/next steps (.6).	1.80	2,484.00
6/8/23	E W	Attend debtors' presentation for the committee re: business plan and chapter 11 plan (1.0); attend committee debrief session re: same (.5); schedule follow-up meeting with committee re: same (.1).	1.60	1,088.00
6/8/23	T G	Prepare for (.4) and participate on (1.0) Committee call w/ Debtors re: business plan/chapter 11 plan; follow-up meeting w/ Committee re: same (.6); review/analyze materials from Debtors for call (1.1).	3.10	5,812.50
6/8/23	JHB	Attend Committee meeting w/ Debtors' management presenting business plan (1.0); attend debriefing call with Committee (in part) (.5).	1.50	1,972.50
6/8/23	B M	Preparation for (.6) and attendance at (1.0) the UCC meeting with the Debtors to discuss the	3.60	7,380.00

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		business plan and the plan proposal; review the Debtors' materials for the UCC regarding the business plan (1.4); meet w/ Committee re: Debtor's presentation (.6).		
6/8/23	J B	Participate in call with Committee and Debtors' management and professionals re: potential plan structures and business plan (1.0); participate in call with Committee and Committee advisors re: debrief from management call (.5).	1.50	1,545.00
6/8/23	M M	Participate in call with Willkie, Ducera and Committee members as follow up to management presentation on its business plan and proposal on Plan of Reorg (.6); prepare for same (.4); participate in call with Committee members, Ducera, Willkie, Weil and PJT on management's presentation of its business plan and plan of reorganization (1.0).	2.00	3,750.00
6/9/23	JHB	Correspondence w/ A. Gupta re: presentation materials for the Committee.	0.20	263.00
6/11/23	B M	Review and comment on the agenda and the Ducera materials for the 6/12 UCC meeting.	1.60	3,280.00
6/12/23	CAD	Prepare for (.2) and participate in (1.2) Committee meeting regarding Ducera presentation on Debtors' business plan and proposed chapter 11 plan construct; correspondence w/ A. Verost (Ducera), internal working group regarding this weeks' upcoming regular Committee meeting (.4).	1.80	2,484.00
6/12/23	T G	Review/analyze Ducera presentation for UCC call re: business plan/chapter 11 plan (1.6); correspondence w/ Willkie team re: same (.2); prepare for (.3) and participate on (1.2) call w/ Committee re: same; follow-up call w/ J. Burbage re: same (.4); correspondence w/ Willkie team and Ducera re: timing of next UCC meeting (.2).	3.90	7,312.50
6/12/23	B M	Participation on the UCC meeting to discuss the business plan/chapter 11 plan.	1.20	2,460.00
6/12/23	JHB	Correspondence with T. Goren and A. Gupta re: comments to Committee materials re: business plan presentation (.4); prepare for (.2) and attend meeting with Committee re: plan treatment discussions (1.2).	1.80	2,367.00

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6/12/23	J H	Attend meeting w/ UCC re: proposed chapter 11 plan.	1.10	1,787.50
6/13/23	CAD	Correspondence w/ A. Verost (Ducera), Committee members regarding 6/15 Committee meeting.	0.20	276.00
6/14/23	M M	Prepare for (.3) and participate in (.5) weekly professionals call with Willkie and Ducera teams re: business plan, chapter 11 plan, case status.	0.80	1,500.00
6/14/23	CAD	Participate in weekly call w/ Committee's professionals (matters discussed -- recap of today's call w/ Debtors' professionals; Debtors' proposed chapter 11 construct and next steps/preparation of Ducera presentation for Committee on plan proposals).	0.50	690.00
6/14/23	B M	Review and comment on the agenda, exhibit and handouts for the UCC meeting to discuss open case issues.	1.40	2,870.00
6/14/23	T G	Review and revise agenda for UCC call.	0.20	375.00
6/14/23	J B	Participate in meeting with Committee advisors re: plan discussions and recent filings (.5); review/analyze Ducera materials for Committee (.5).	1.00	1,030.00
6/15/23	B M	Preparation and attendance at the UCC meeting to discuss the business plan and the plan proposal (.8); review the Debtors' materials for the UCC regarding the plan counter-proposal (.8); prepare memorandum regarding the UCC views on the counterproposal (.5).	2.10	4,305.00
6/15/23	T G	Prepare for (.3) and participate on (.8) Committee call re: plan proposals, liquidity update, etc.; discussion w/ Willkie team re: same (.4); review/analyze Ducera liquidity update (.3).	1.80	3,375.00
6/15/23	CAD	Prepare for (.3) and participate in (.8) weekly Committee meeting (matters discussed -- plan discussions update; recently filed pleadings; Ducera update); correspondence w/ E. Wayne regarding pleadings summaries in preparation for today's Committee meeting (.2) and review/analyze same (.2).	1.50	2,070.00
6/15/23	E W	Attend weekly UCC meeting re: plan alternative	0.80	544.00

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6/15/23	JHB	proposal Review/analyze Ducera Committee materials re: equity conversion splits (.4); t/c with K. Patel, T. Goren and C. Damast re: changes to Committee materials (.2); attend Committee call discussing counter to plan construct (.8).	1.40	1,841.00
6/15/23	J H	Attend Committee meeting re: chapter 11 plan proposal.	0.80	1,300.00
6/15/23	J B	Participate in meeting with Committee and Committee advisors re: business plan update, company financial performance update, and other case updates (.8); prepare for same (.2).	1.00	1,030.00
6/15/23	M M	Prepare for (.2) and participate in (.8) meeting with UCC re: counter to proposed Debtor Plan; participate in pre call w/ Willkie and Ducera re: same (.5).	1.50	2,812.50
6/21/23	CAD	Participate in weekly call w/ Committee professionals (matters discussed (recap of today's call w/ Debtors' professionals; Debtors' filed chapter 11 plan and next steps).	0.30	414.00
6/21/23	T G	Review and revise agenda and materials for UCC call.	0.20	375.00
6/21/23	B M	Review and comment on the agenda, exhibit and handouts for the UCC meeting to discuss open case issues.	1.40	2,870.00
6/21/23	M M	Participate in weekly call with Willkie and Ducera re: chapter 11 plan (.3); review/analyze materials i/c/w same (.3).	0.60	1,125.00
6/21/23	J B	Participate in meeting with Debtors (.5) and internal meeting (.5) re: plan discussions and negotiations and other case updates.	1.00	1,030.00
6/21/23	JHB	Attend Committee professionals' call re: plan, Celsius mediation, weekly Committee call.	0.50	657.50
6/21/23	J H	Weekly call w/ UCC advisors re: preparation for UCC weekly meeting.	0.30	487.50
6/22/23	CAD	Prepare for (.2) and participate in (.4) weekly Committee meeting (matters discussed -- Debtors' chapter 11 plan filing/status; other court filings; Ducera update).	0.60	828.00
6/22/23	JHB	Prepare for (.1) and attend weekly meeting (.4) with UCC discussing legal updates, business operations, plan negotiations.	0.50	657.50
6/22/23	B M	Preparation (.4) and attendance at (.4) the UCC	0.80	1,640.00

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6/22/23	M M	meeting to discuss case issues, plan construct. Prepare for (.4) and participate in (.4) meeting with UCC re: chapter 11 plan, case issues.	0.80	1,500.00
6/22/23	J B	Participate in meeting with Committee and Committee advisors re: chapter 11 plan negotiations and recent filings update (.4); prepare for same (.1).	0.50	515.00
6/22/23	J H	Attend weekly meeting w/ Committee re: chapter 11 plan (in part).	0.30	487.50
6/22/23	E W	Attend weekly UCC meeting re: filed chapter 11 plan and future negotiations (.3); correspondence with A. Herzog re: same (.1).	0.40	272.00
6/28/23	B M	Review and comment on the agenda, exhibits and handouts for the UCC meeting to discuss open case issues.	1.40	2,870.00
6/28/23	CAD	Participate in weekly Committee professionals call (matters discussed -- chapter 11 plan status and tomorrow's status conference).	0.30	414.00
6/28/23	T G	Review and revise agenda for UCC call.	0.20	375.00
6/28/23	M M	Prepare for (.2) and participate in (.3) weekly call with Willkie and Ducera re: chapter 11 plan.	0.50	937.50
6/28/23	E W	Attend weekly professionals meeting re: plan negotiations and valuation (in part).	0.20	136.00
6/28/23	JHB	Attend Committee professionals' meeting re: liquidity, mediation, plan.	0.30	394.50
6/30/23	T G	Prepare for (.2) and participate on (.3) Committee call re: plan status; follow-up call w/ B. Miller re: same (.2); review/analyze Ducera materials for call (.4).	1.10	2,062.50
6/30/23	B M	Preparation (.3) and attendance at (.3) the UCC meeting to discuss open case issues, plan status, status conference.	0.60	1,230.00
6/30/23	CAD	Prepare for (.2) and participate in (.3) weekly Committee meeting (matters discussed -- chapter 11 plan status and yesterday's status conference).	0.50	690.00
6/30/23	JBK	Attend UCC call re: plan, mediation, case updates (in part).	0.20	375.00
6/30/23	E W	Attend weekly UCC meeting re: plan negotiations and valuation (in part).	0.20	136.00

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Sub-Total	65.00	106,480.00
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Plan and Disclosure Statement

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/4/23	CAD	Correspondence w/ PJT team, B. Miller regarding plan construct status and discussion.	0.20	\$ 276.00
6/5/23	CAD	Telephone conference w/ Ducera, internal working group regarding preliminary plan construct/proposals and results of discussions w/ Debtors' and noteholders' advisors regarding same (.5); correspondence w/ PJT, Ducera teams regarding upcoming plan construct discussion (.2).	0.70	966.00
6/5/23	T G	Call w/ Ducera re: plan structure (.5) and follow-up discussion w/ B. Miller re: same (.2); correspondence w/ Ducera and Debtor advisors re: call on same (.2).	0.90	1,687.50
6/5/23	JHB	Call with A. Verost (Ducera) re: plan construct discussions (.5); corr. w/ M. Mansfield re: same (.3).	0.80	1,052.00
6/6/23	CAD	Meeting w/ Debtors' professionals, Ducera team regarding preliminary plan proposal/construct (.8); debrief meeting w/ internal working group regarding same and issues/next steps (.4); correspondence w/ N. Warier (PJT) regarding upcoming plan construct discussion w/ Committee (.1).	1.30	1,794.00
6/6/23	T G	Call w/ Debtors' professionals re: plan construct (.8); review/analyze presentation from Debtors re: same (.4); meeting w/ Ducera re: follow-up on same (.9); correspondence w/ Debtors and Willkie team call w/ UCC re: same (.2).	2.30	4,312.50
6/6/23	JHB	Prepare for (.3) and attend meeting with Debtors' professionals (.8) re: plan construct and distributions; meeting with internal Willkie team re: same (.4).	1.50	1,972.50
6/6/23	E W	Review/analyze plan construct discussion materials from PJT.	0.50	340.00
6/6/23	M M	Participate in call with Debtor advisors and committee advisors re: plan overview.	0.70	1,312.50

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6/6/23	J B	Participate in call with Committee and Debtors advisors re: potential chapter 11 plan structures (in part).	0.50	515.00
6/6/23	J H	Call w/Debtor and UCC professionals re: Ch 11 plan constructs.	0.70	1,137.50
6/7/23	CAD	Correspondence w/ internal working group regarding tomorrow's presentation by Debtors to Committee on business plan/chapter 11 plan construct (.4); correspondence w/ S. Xie (PJT) regarding chapter 11 plan construct presentation (.1) and review/analyze same (.4); discuss same w/ T. Goren/B. Miller (.2); correspondence w/ PJT team, internal working group regarding chapter 11 plan construct materials (.2).	1.30	1,794.00
6/7/23	T G	Review/analyze business plan presentation for UCC (.9) and updated plan discussion materials (.6); discussion w/ Willkie team re: same (.4).	1.90	3,562.50
6/8/23	J H	Meeting w/ Debtors, Debtors' professionals and UCC and UCC 's professionals re: business plan and proposed Ch 11 plan.	1.00	1,625.00
6/8/23	CAD	Review/analyze updated plan construct/discussion materials prepared by PJT (1.1); correspondence w/ A. Ambeault regarding 5/22 exclusivity hearing transcript (.1); discuss same and summary w/ Z. Charlton (.1); subsequent correspondence w/ Z. Charlton regarding same (.1) and review/analyze summary (.2).	1.60	2,208.00
6/8/23	T G	Correspondence w/ Willkie team re: plan filing timing considerations (.4) and review/analyze 5-22 hearing transcript re: same (.4).	0.80	1,500.00
6/9/23	CAD	Correspondence w/ Z. Charlton regarding 5/22 exclusivity transcript (.1) and review/analyze same (.2) and summary (.1); correspondence w/ B. Miller regarding conversation w/ K. Hansen (Paul Hastings) regarding Debtors' proposed plan construct (.1); correspondence w/ A. Gupta (Ducera), PJT team regarding plan construct inquiry (.1).	0.60	828.00
6/9/23	M M	Review and respond to correspondence with Ducera, J. Burbage, T. Goren, J. Korn and B. Miller re: draft Plan of Reorg.	0.80	1,500.00
6/9/23	T G	Correspondence w/ Willkie team re: plan	0.40	750.00

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		strategy/next steps.		
6/11/23	CAD	Correspondence w/ internal working group regarding draft Ducera presentation to Committee regarding plan construct and issues.	0.40	552.00
6/11/23	JHB	Review/analyze Ducera Committee presentation materials re: business plan (.6) and provide comments re: same (.4).	1.00	1,315.00
6/11/23	T G	Correspondence w/ Willkie team re: Ducera materials re: business plan/chapter 11 plan.	0.30	562.50
6/12/23	CAD	Review/analyze Ducera business plan/chapter 11 plan construct presentation for Committee (.7); correspondence w/ internal working group regarding same (.2); correspondence w/ J. Burbage, Ducera team regarding same (.1); correspondence w/ A. Gupta (Ducera), Committee members regarding same (.1); review/analyze 5/22 exclusivity hearing transcript (.2).	1.30	1,794.00
6/12/23	B M	Review/analyze the Debtors' plan proposal and the UCC's counter-proposal to the Debtors (2.4); discussions with Ducera regarding the UCC plan note counter-proposal (1.3); prepare memorandum regarding the UCC issues with the Debtors' placeholder plan (.7).	4.40	9,020.00
6/12/23	E W	Review/analyze Ducera plan slide deck for the Committee.	1.00	680.00
6/12/23	M M	Review/analyze Ducera slides in prep for UCC meeting re: plan constructs (1.3); participate in call with Willkie and Ducera re: proposed plan of reorganization (1.0).	2.30	4,312.50
6/13/23	CAD	Various correspondence w/ Ducera team, internal working group regarding noteholder claims, proposed plan treatment, and section 1129 required research (.5); review/analyze entered order granting exclusivity extension and setting 6/29 status conference (.1); telephone conference w/ advisors to official equity committee regarding Debtors' business plan and proposed chapter 11 plan construct (.5).	1.10	1,518.00
6/13/23	T G	Call w/ equity committee advisors re: plan status (.5); follow-up discussion w/ Willkie team re: same (.3); correspondence w/ Ducera and Willkie teams re: convertible noteholders	2.10	3,937.50

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		(.5); review/analyze research re: potential cram up (.8).		
6/13/23	B M	Meeting with Ducera to discuss a UCC counter-proposal to the Debtors' proposed plan treatment (.8); review and comment on the proposed treatment of unsecured creditors under the Debtors' plan proposal (1.3); correspondence with Paul Hastings regarding the Debtors' proposed plan and potential counter-proposal (.7); prepare memorandum regarding issues related to the Debtors' filing of a placeholder plan (.6); review/analyze research regarding open plan issues and reinstatement of debt (.8).	4.20	8,610.00
6/13/23	E W	Attend meeting with Official Equity Committee advisors re: plan (.5); discussion re: same with Willkie team (.2).	0.70	476.00
6/13/23	JHB	Corr. w/ A. Verost, T. Goren re: take back paper under proposed plan (.5); coordinate follow up research with A. Herzog and J. Brandt re: same (.2).	0.70	920.50
6/14/23	CAD	Correspondence w/ internal working group regarding convertible notes and reinstatement/cram down issues/required research outline (.4); review/analyze Fifth Circuit cramdown case law (.7); discuss same and additional required section 1129 research w/ internal working group (.5); conduct (.5) and review/analyze research regarding same (.5).	2.60	3,588.00
6/14/23	T G	Call w/ Debtors' professionals re: plan update (.6); follow-up discussion w/ Willkie team re: same (.5); review/analyze research on potential cram up plans (.9); call w/ J. Burbage re: same (.4) and meeting w/ Willkie team re: same (.8); review/analyze Ducera discussion materials re: Plan scenarios (.7).	3.90	7,312.50
6/14/23	Z C	Research case law and legal standards re: plan confirmation issues.	2.50	987.50
6/14/23	A H	Conduct legal research regarding post-petition interest (2.5); correspondence w/ internal working group re: same (.2).	2.70	1,066.50
6/14/23	JHB	Correspondence with T. Goren re: cram up legal standard memo (1.4); t/c with T. Goren re: same	2.70	3,550.50

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		(.5); correspondence re: same w/ A. Herzog and Z. Charlton (.5); discussion with A. Herzog and Z. Charlton re: same (.3).		
6/15/23	T G	Review/analyze further updated drafts of Ducera presentation re: plan scenario analysis (.7); calls (x2) w/ Ducera re: same (.6).	1.30	2,437.50
6/15/23	CAD	Various correspondence w/ internal working group regarding post-petition interest and section 1129-related research issues (.8); review/analyze same (.5); review/analyze Ducera plan construct illustrative equity ownership analysis (2x) (.8); correspondence w/ internal working group (.3) and Ducera team (.3) regarding same; telephone conference w/ internal working group, Ducera team regarding same and comments (.3); subsequent telephone conference w/ internal working group, Ducera team regarding same and preparation for today's Committee meeting to discuss same (.3); correspondence w/ A. Verost (Ducera) regarding roll out of plan counterproposal to Debtors (.2).	3.50	4,830.00
6/15/23	Z C	Research case law and legal standards re: plan confirmation issues.	2.10	829.50
6/15/23	A H	Conduct legal research regarding cram-up of secured notes (2.9); correspondence w/ internal working team re: same (.2).	3.10	1,224.50
6/15/23	JHB	Correspondence with A. Herzog and Z. Charlton re: cram up plan issues.	0.50	657.50
6/16/23	CAD	Correspondence w/ internal working group regarding indubitable equivalent research (.2) and review/analyze same (.2); correspondence w/ A. Gupta (Ducera), PJT team regarding Committee illustrative plan term sheet (.1) and review/analyze same (.1); correspondence w/ K. Patel (Ducera) regarding same and call w/ PJT regarding same (.2).	0.80	1,104.00
6/16/23	Z C	Draft memorandum re: plan confirmation issues and circuit court acceptance standards.	3.50	1,382.50
6/16/23	A H	Conduct legal research re: cram-up of secured creditors (2.2); correspondence with J. Burbage re: same (.3).	2.50	987.50
6/16/23	JHB	Review/analyze A. Herzog research re:	0.90	1,183.50

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6/16/23	T G	indubitable equivalent (.4); review/analyze Z. Charlton research re: cram up standards (.5). Review/analyze draft chapter aa plan (1.3); correspondence w/ Ducera re: UCC notes proposal/discussion w/ PJT (.3).	1.60	3,000.00
6/16/23	M M	Review/analyze Ducera strawman UCC proposal sent to debtors.	1.40	2,625.00
6/17/23	CAD	Correspondence w/ Z. Charlton, J. Burbage regarding section 1129-related research (.2) and review/analyze same (.4).	0.60	828.00
6/17/23	JHB	Corr. w/ T. Goren re: draft plan of reorganization.	0.10	131.50
6/18/23	CAD	Correspondence w/ B. Miller, internal working group regarding draft chapter 11 plan and need for comments/timing (.2); subsequent correspondence w/ J. Brandt, J. Burbage regarding same (.2).	0.40	552.00
6/18/23	JHB	Review/analyze draft plan of reorganization (1.1) and prepare internal issues list (1.3).	1.40	1,841.00
6/19/23	CAD	Review/revise draft of Debtors' chapter 11 plan (2.5); various correspondence w/ internal working group regarding same and preliminary comments (.8); review/analyze proposed Committee comments to draft chapter 11 plan (2x) (1.0); discuss same and proposed additional comments w/ J. Burbage (.4); discuss same w/ J. Brandt (.2); correspondence w/ J. Brandt, A. Crabtree (Weil) regarding preliminary Committee comments to plan (.2).	5.10	7,038.00
6/19/23	MDA	Corr. with Willkie team re: draft bankruptcy plan feedback (.1); analysis of documents re: same (.2).	0.30	394.50
6/19/23	JHB	Review/analyze J. Brandt comments to draft plan of reorganization (1.1); correspondence w/ C. Damast and J. Brandt re: incremental comments (.7); call with C. Damast re: plan of reorganization comments (.4); coordinate distribution of plan comments with J. Brandt (.4).	2.60	3,419.00
6/19/23	T G	Review and revise draft chapter 11 plan (1.8); review/analyze further updated drafts of same (.9); correspondence w/ Willkie team re: same (.4).	3.10	5,812.50

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6/19/23	B M	Review and comment on the UCC mark-up of the plan of reorganization (1.5); prepare memorandum regarding the open plan issues (.7); correspondence with the Debtors regarding the plan (.4); correspondence with the Ad Hoc Group regarding the plan (.5).	3.10	6,355.00
6/19/23	M M	Review/analyze Core plan draft comments (.5) and internal corr. re: same (.1).	0.60	1,125.00
6/19/23	J B	Review and provide comments to Debtors' draft chapter 11 plan (4.0); multiple corr. w/ internal team re: same (.5).	4.50	4,635.00
6/20/23	CAD	Correspondence w/ internal working group regarding status of plan filing and Committee comments.	0.40	552.00
6/20/23	CAD	Correspondence w/ Z. Charlton regarding results of section 1129/cramdown research (.1) and review/analyze same and additional research (.8); discuss outstanding plan-related research w/ J. Burbage (.2).	1.10	1,518.00
6/20/23	JHB	Call with C. Carlson (Weil) re: plan comments (.3); draft internal summary of call re: same (.2).	0.50	657.50
6/20/23	A H	Conduct legal research re: post-petition interest (1.2); correspondence with A. Ambeault and J. Burbage re: same (.1).	1.30	513.50
6/20/23	T G	Correspondence w/ Willkie team re: plan filing (.4); discussion w/ A. Scuton (FTI) re: same/next steps (.3).	0.70	1,312.50
6/21/23	MDA	Corr. with Willkie team re: disclosure statement and updated Chapter 11 bankruptcy plan (.1); review/analyze filings re: same (.2).	0.30	394.50
6/21/23	CAD	Review/analyze filed version of Debtors' chapter 11 plan (1.3); various correspondence w/ internal working group regarding same and comparison to draft of plan w/ Willkie preliminary comments (.8); discuss same w/ T. Goren (.1); correspondence w/ J. Brandt, J. Burbage regarding same (.2); discuss outstanding section 1129 and plan-related research w/ internal working group (.2); correspondence w/ internal working group regarding Debtors' filed Disclosure Statement and need for review/analysis (.3);	3.60	4,968.00

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		correspondence w/ internal working group regarding creation of plan issues list (.2); correspondence w/ A. Herzog regarding plan/post-petition interest related research (.1) and indubitable equivalent research (.3); correspondence w/ J. Burbage regarding Debtors' disclosure statement (.1).		
6/21/23	JHB	Review/analyze draft disclosure statement (1.6) and provide J. Brandt with comments (.4).	2.00	2,630.00
6/21/23	A H	Conduct legal research re: post-petition interest (.8); correspondence with J. Burbage re: same (.1); correspondence with internal team re: same (.2).	1.10	434.50
6/21/23	T G	Review/analyze filed version of Plan (1.4); correspondence w/ Willkie team re: open issues w/ same (.6); review/analyze filed disclosure statement (2.3).	4.30	8,062.50
6/21/23	B M	Review and comment on the filed plan of reorganization (1.7); prepare memorandum regarding the plan and next steps (.4); call with B. Lohan (Arnold & Porter) regarding the filed plan (.3); call with M. Smith regarding the filed plan (.4).	2.80	5,740.00
6/21/23	B M	Review/analyze the Ducera analysis regarding valuation and the business plan (1.9); prepare memorandum regarding the plan and business plan analysis for the UCC (.7); correspondence with Ducera regarding the plan valuation issues (.5).	3.10	6,355.00
6/21/23	J B	Review/analyze as filed Plan and disclosure statement (2.3) and draft update for Committee professionals and Committee re: same (.9).	3.20	3,296.00
6/21/23	CAD	Review and revise correspondence to Committee regarding filed version of Debtors' chapter 11 plan and status of Willkie preliminary comments.	0.40	552.00
6/22/23	CAD	Correspondence w/ B. Miller, T. Goren, K. Patel (Ducera) regarding status of discussions w/ Weil regarding chapter 11 plan and next steps (.3); review/analyze Debtors' filed disclosure statement (2.2); correspondence w/ internal working group regarding same (.3); correspondence w/ K. Patel (Ducera) regarding	3.10	4,278.00

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		Debtors' cleansing materials regarding business plan as part of chapter 11 filing/8-k filing (.1) and review/analyze same (.2).		
6/22/23	A H	Conduct legal research re: Indubitable Equivalent cases.	0.60	237.00
6/22/23	T G	Correspondence w/ Ducera and Willkie team re: plan status (.4); review/analyze general unsecured creditor notes term sheet (.7); review/analyze Plan and disclosure statement re: potential changes (1.6).	2.70	5,062.50
6/22/23	M M	Corr. w/ Willkie team re: strategy as to UCC as plan supporter.	0.30	562.50
6/23/23	A H	Conduct legal research re: Indubitable Equivalent cases.	2.70	1,066.50
6/23/23	J B	Draft and revise chapter 11 plan issues list (3.9) and corr. w/ internal team re: same (.2).	4.10	4,223.00
6/25/23	CAD	Correspondence w/ J. Burbage, internal working group regarding status of plan issues list and research.	0.20	276.00
6/26/23	CAD	Review and revise draft issues list for chapter 11 plan and disclosure statement (2x) (1.4); various correspondence w/ J. Brandt, internal working group regarding same and comments (.8); review/analyze disclosure statement regarding same (.3).	2.50	3,450.00
6/26/23	MDA	Corr. with Willkie team re: draft bankruptcy plan and disclosure statement issues list.	0.20	263.00
6/26/23	T G	Review and revise draft Plan issues list (.8); review/analyze Plan re: key points from same (.9); correspondence w/ Willkie team re: same (.4).	2.10	3,937.50
6/26/23	JHB	Review and provide J. Brandt with comments to draft Plan/disclosure statement issues list.	0.70	920.50
6/26/23	B M	Review and comment on the Disclosure Statement and revised plan of reorganization (3.6); prepare memorandum regarding the plan and disclosure statement (1.2); correspondence with the UCC regarding the plan (.4).	5.20	10,660.00
6/26/23	E W	Review/analyze as filed plan and disclosure statement.	3.40	2,312.00
6/26/23	J B	Draft and revise plan issues list (.7) and multiple corr. with internal team re: same (.4).	1.10	1,133.00
6/27/23	CAD	Correspondence w/ K. Patel (Ducera) regarding	0.30	414.00

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		chapter 11 plan issues list (.1) and review/analyze same (.2).		
6/27/23	T G	Correspondence w/ Ducera re: Plan issues list (.2); correspondence (.1), discussions (.2) w/ Willkie team re: 6-29 status conference; review/analyze Plan/disclosure statement re: potential additions to issues list (1.1).	1.60	3,000.00
6/27/23	B M	Call with Weil to discuss the 6/29 status conference (.3); prepare memorandum regarding the 6/29 status conference and plan issues (.4); review/analyze Debtors' plan valuation materials (2.3); prepare memorandum regarding potential plan valuation mediation issues (.8).	3.80	7,790.00
6/28/23	CAD	Correspondence w/ K. Patel (Ducera) regarding comments to Debtors' disclosure statement (.1) and review/analyze same (.4); correspondence w/ J. Brandt, J. Burbage regarding same (.2); correspondence w/ J. Burbage, internal working group, Weil team regarding chapter 11 plan/disclosure statement issues list (.2).	0.90	1,242.00
6/28/23	T G	Call w/ Debtors' professionals re: plan status/next steps (.4); follow-up discussion w/ Ducera re: same (.3); review/analyze Ducera disclosure statement comments (.8); discussion w/ Willkie team re: potential Plan structures/next steps/status conference (.4).	1.90	3,562.50
6/28/23	J B	Participate in meetings with Debtors' advisors (.4) and Committee advisors (.1) re: plan discussions and negotiations and other case updates.	0.50	515.00
6/29/23	T G	Review and revise draft disclosure statement (1.7); review/analyze Ducera plan materials (.6).	2.30	4,312.50
6/29/23	B M	Review and comment on the UCC issues list for the plan and disclosure statement (1.3); correspondence with the Debtors regarding possible mediation with Judge Isgur (.4).	1.70	3,485.00
6/29/23	JHB	Review/analyze Debtors' demonstrative used at plan status conference.	0.10	131.50
6/30/23	CAD	Review/analyze notice of disclosure statement hearing.	0.10	138.00

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Sub-Total **162.30** **231,687.00**

Relief from Stay and Adequate Protection

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/23	E W	Review/analyze LV.Net Motion for Relief from the automatic stay (.7); correspondence with A. Herzog re: same (.3).	1.00 \$	680.00
6/1/23	CAD	Review/analyze LV.Net motion for relief from the automatic stay (.2); correspondence w/ A. Herzog regarding same and summary (.2); correspondence w/ J. Burbage regarding same (.1).	0.50	690.00
6/1/23	T G	Review LV Net stay relief motion.	0.30	562.50
6/1/23	JHB	Call with C. Carlson (Weil) re: lift stay motion.	0.30	394.50
6/20/23	CAD	Correspondence w/ A. Herzog regarding Debtors' joint stipulation with LV.Net granting limited relief from automatic stay and summary (.1) and review/analyze same (.1).	0.20	276.00
6/20/23	A H	Summarize Stipulation and Order Granting LV.net Limited Relief from Automatic Stay (.1); correspondence with E. Wayne re: same (.1).	0.20	79.00
6/20/23	T G	Review/analyze LV Net stay relief Stipulation.	0.30	562.50
6/20/23	E W	Review/analyze stay relief stipulation with LV.Net.	0.20	136.00
6/27/23	CAD	Correspondence w/ E. Wayne regarding entered stipulation and order granting LV.Net limited relief from automatic stay (.1) and review/analyze same (.1).	0.20	276.00
6/27/23	E W	Review/analyze LV Net stipulation and order granting limited relief from the automatic stay.	0.20	136.00
		Sub-Total	3.40	3,792.50

Reporting

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/1/23	CAD	Correspondence w/ E. Wayne regarding Debtors' April monthly operating report.	0.20	\$	276.00
6/1/23	E W	Correspondence with A. Gupta (Ducera) and C. Damast re: monthly operating reports.	0.10		68.00
6/1/23	E W	Correspondence with A. Gupta (Ducera) and C. Damast re: monthly operating reports.	0.10		68.00
		Sub-Total	0.40		412.00

Tax

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/14/23	JHB	Correspondence with B. Miller re: NOL tax assumptions.	0.20	\$	263.00
6/15/23	T G	Correspondence w/ Willkie tax team re: NOL analysis (.2) and call w/ V. Mahmoudov re: same (.2).	0.40		750.00
6/15/23	B M	Review and comment on the Debtors' NOL reporting i/c/w plan of reorganization construction.	1.30		2,665.00
6/15/23	CAD	Correspondence w/ V. Mahmoudov, internal working group regarding business plan/NOL issues.	0.50		690.00
6/15/23	V M	Review/analyze plan background docs (0.5); call with J. Burbage and T. Goren re: proposed restructuring (0.3); prepare outline of potential tax issues with restructuring (0.4).	1.20		2,340.00
6/15/23	E W	Correspondence with V. Mahmoudov re: net operating losses.	0.30		204.00
6/15/23	JHB	Correspondence with K. Patel (Ducera) re: NOL assumptions (.2); corr. w/ V. Mahmoudov re: NOL analysis (.3); corr. w/ Weil re: same (.1); call with T. Goren and V. Mahmoudov re: NOL analysis (.3); discussion with T. Goren and C. Damast re: same (.1).	1.00		1,315.00
6/16/23	V M	Further review/analysis of plan background docs re: tax attributes.	0.50		975.00
6/16/23	B M	Review/analyze the NOL research and applicability for the Core plan tax issues.	1.70		3,485.00

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6/20/23	CAD	Correspondence w/ internal working group regarding NOL tax analysis and arranging call w/ Weil.	0.20	276.00
6/20/23	V M	Corr. with Willkie team, St. Goldring (Weil) re: tax kick-off call.	0.10	195.00
6/20/23	JHB	Correspondence with V. Mahmoudov re: setting up call with Weil (.1); correspondence with A. Herzog re: same (.1).	0.20	263.00
6/20/23	T G	Corr. w/ Willkie team re: tax strategy/update call.	0.20	375.00
6/21/23	V M	Review/analyze Disclosure Statement re: tax treatment of restructuring (0.5); call with J. Burbage re: NOL disclosures (0.2).	0.70	1,365.00
6/22/23	V M	Call with Weil and Deloitte teams re: tax overview (0.7); follow-up corr. with J. Burbage re: tax profile (0.1).	0.80	1,560.00
6/22/23	JHB	Review/analyze summary of tax call with Deloitte.	0.20	263.00
6/22/23	T G	Correspondence w/ Willkie team re: update from tax call.	0.20	375.00
Sub-Total			9.70	17,359.00

Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/21/23	CAD	Participate in virtual hearing to continue GEM Mining motion to compel assumption of contracts.	0.20	\$	276.00
6/21/23	E W	Attend hearing re: continuation of GEM Mining's motion to compel assumption of contracts.	0.20		136.00
6/21/23	T G	Prepare for (.2) and participate on (.2) hearing re: GEM Mining motion to compel assumption of contracts.	0.40		750.00
6/29/23	CAD	Participate in today's status conference regarding chapter 11 plan status (.6); correspondence w/ A. Crabtree (Weil) regarding Debtors' demonstrative for same (.1) and review/analyze same (.3); discuss today's status conference and next steps w/ J. Burbage (.2).	1.20		1,656.00

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6/29/23	T G	Participate in status conference re: plan status (.6); follow-up call w/ B Miller re: same (.3); review/analyze Debtors demonstrative for same (.5).	1.40	2,625.00
6/29/23	E W	Attend status conference re: chapter 11 plan (.6); review/analyze demonstrative for same (.2); correspondence with Willkie team re: same (.2).	0.90	612.00
6/29/23	J H	Attend Core status conference re: chapter 11 plan (virtually).	0.50	812.50
6/29/23	J B	Attend status conference re: chapter 11 plan.	0.60	618.00
6/29/23	B M	Preparation (.3) and attendance at (.6) the Status Conference before Judge Jones regarding the Debtors' plan.	0.90	1,845.00
Sub-Total			6.30	9,330.50

First and Second Day Motions

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/30/23	CAD	Correspondence w/ R. Aurand (Alix) regarding first day reporting required to Committee (.1) and review/analyze same (.3).	0.40	\$	552.00
Sub-Total			0.40		552.00

Lien Investigation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/8/23	CAD	Correspondence w/ B. Miller regarding discussion w/ Weil regarding convertible noteholder lien issues (.1); correspondence w/ internal working group regarding same and entered lien stipulation (.3).	0.40	\$	552.00
6/8/23	MDA	Corr. with Willkie working group re: infirmities of convert liens and refresh of lien investigation analysis.	0.50		657.50
6/8/23	E W	Correspondence with J. Burbage and J. Brandt	0.30		204.00

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re: materials re: lien challenges.

Sub-Total	1.20	1,413.50
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Other Motions/Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/12/23	CAD	Correspondence w/ E. Wayne, J. Burbage regarding Debtors' supplemental insurance motion and summary.	0.20 \$	276.00
6/12/23	JHB	Correspondence with E. Wayne re: supplemental insurance motion.	0.20	263.00
	Sub-Total		0.40	539.00

Schedules and Statements

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/14/23	E W	Review/analyze Core Scientific, Inc. schedules re: assets (.5); correspondence re: same with Willkie team (.3)	0.80 \$	544.00
	Sub-Total		0.80	544.00

Willkie Fee Statements and Applications

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
6/1/23	CAD	Correspondence w/ internal working group regarding status of/finalizing and filing Willkie first interim fee application.	0.30 \$	414.00
6/1/23	T G	Correspondence w/ Willkie team re: first interim fee application.	0.30	562.50
6/1/23	A A	Draft First Interim Fee Application.	1.30	702.00
6/2/23	CAD	Review/analyze final version of Willkie first interim fee application for filing (.2); correspondence w/ internal working group	0.40	552.00

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6/2/23	E W	regarding same (.2). Review/analyze Willkie first interim fee application (.3); correspondence with Willkie team re: same (.1).	0.40	272.00
6/2/23	JHB	Review /analyze Willkie fee statement before filing.	0.20	263.00
6/2/23	A A	Finalize Willkie first interim fee application (.8); prepare, file and coordinate service of same (.5).	1.30	702.00
6/2/23	J H	Review/analyze Willkie fee application for filing.	0.40	650.00
6/6/23	CAD	Discuss Willkie May 2023 monthly fee statement w/ A. Ambeault.	0.10	138.00
6/8/23	CAD	Correspondence w/ A. Ambeault, internal working group regarding Willkie April 2023 monthly fee statement/no objections.	0.10	138.00
6/16/23	A A	Draft Willkie May monthly fee statement.	1.20	648.00
6/19/23	CAD	Review and revise Willkie May 2023 monthly fee statement (.4); correspondence w/ A. Ambeault regarding same and comments (.2).	0.60	828.00
6/21/23	CAD	Correspondence w/ A. Ambeault, B. Miller regarding Willkie May 2023 monthly fee statement and clearance for service.	0.20	276.00
6/26/23	CAD	Correspondence w/ A. Ambeault regarding objection deadline for Willkie first interim fee application.	0.10	138.00
6/26/23	CAD	Correspondence w/ A. Ambeault, J. Hardy regarding Willkie first interim fee application and preparation of CNO.	0.20	276.00
6/26/23	T G	Correspondence w/ Willkie team re: 1st interim fee app.	0.20	375.00
6/28/23	A A	Draft Certificate of No Objection for Willkie's 1st Interim Fee Application.	0.60	324.00
6/29/23	CAD	Correspondence w/ A. Ambeault regarding draft CNO for Willkie first interim fee application (.2); review and revise same (.2); correspondence w/ A. Ambeault, internal working group regarding same and clearance for filing (.2).	0.60	828.00
Sub-Total			8.50	8,086.50

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Mediation

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>		<u>Amount</u>
6/16/23	CAD	Review/analyze proposed mediation stipulation between Debtors, Celsius, and Celsius committee regarding Celsius claims (.2); various correspondence w/ internal working group regarding same and need for filing of statement regarding same (.7).	0.90	\$	1,242.00
6/16/23	E W	Review/analyze stipulation re: Celsius mediation	0.40		272.00
6/16/23	JHB	Review Debtors' stipulation re: Celsius mediation (.3); draft and read correspondence among Willkie team re: pleading in response to stipulation (.8).	1.10		1,446.50
6/16/23	T G	Review/analyze stipulation appointing mediator w/ Celsius (.3); correspondence w/ Willkie team re: concerns/next steps on same (.6).	0.90		1,687.50
6/16/23	J B	Draft Committee response to Debtors' mediation stipulation w/ Celsius (.9) and multiple corr. with internal team re: same (.6).	1.50		1,545.00
6/16/23	M M	Review and respond to emails re: Celsius mediation filings.	0.30		562.50
6/17/23	CAD	Correspondence w/ B. Miller, internal working group regarding contemplated mediation w/ Celsius regarding Celsius claims.	0.30		414.00
6/21/23	CAD	Review/analyze entered mediation order regarding Celsius claims (.1); correspondence w/ E. Wayne regarding same (.1).	0.20		276.00
6/22/23	CAD	Correspondence w/ internal working group regarding mediation stipulation w/ Celsius and regular/summary judgment briefing schedule.	0.20		276.00
Sub-Total			5.80		7,721.50

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<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>
GOREN, TODD	62.10	\$	1,875.00	\$	116,437.50
HARDY, JENNIFER	7.20		1,625.00		11,700.00
KORN, JEFFREY B.	0.60		1,875.00		1,125.00
MAHMOUDOV, VADIM	3.30		1,950.00		6,435.00
MANSFIELD, MELAINIE	17.20		1,875.00		32,250.00
MILLER, BRETT	61.60		2,050.00		126,280.00
DAMAST, CRAIG A.	75.90		1,380.00		104,742.00
ARENA, MICHAEL D.	2.40		1,315.00		3,156.00
BRANDT, JOSEPH	27.50		1,030.00		28,325.00
BURBAGE, JAMES H.	32.80		1,315.00		43,132.00
WAYNE, ELIZABETH	23.20		680.00		15,776.00
AMBEAULT, ALISON	8.70		540.00		4,698.00
CHARLTON, ZACHARY	22.90		395.00		9,045.50
HERZOG, ARIEL	20.10		395.00		7,939.50
Professional Fees				\$	511,041.50
<u>Disbursements and Other Charges</u>			<u>Amount</u>		
Data Acquisition			3,031.74		
Disbursements and Other Charges					<u>3,031.74</u>
Total this Invoice				\$	<u>514,073.24</u>

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

PLEASE INDICATE INVOICE
NUMBER ON REMITTANCE
Invoice No. 22319883
Client/Matter No. 132233.00001
July 31, 2023

Remit To:

Willkie Farr & Gallagher LLP
787 Seventh Avenue, 37th Floor
New York, NY 10019-6099
Attention: Accounts Receivable

FOR PROFESSIONAL SERVICES RENDERED

through June 30, 2023 as set forth in the
attached detail

Asset Analysis and Recovery	\$	2,535.00
Assumption and Rejection of Leases and Contracts	\$	6,253.50
Business Operations	\$	20,053.50
Case Administration	\$	36,637.50
Claims Administration and Objections	\$	46,248.00
Employment and Fee Applications	\$	6,614.00

PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE

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CITIBANK, N.A.

ABA NUMBER: [REDACTED]

FOR THE ACCOUNT OF WILLKIE FARR & GALLAGHER LLP

ACCOUNT NUMBER: [REDACTED]

INTERNATIONAL SWIFT NUMBER: [REDACTED]

REFERENCE: 132233 00001

Please see our Privacy Policy at willkie.com for important information regarding the Firm's collection and processing of personal data

WILLKIE FARR & GALLAGHER_{LLP}

787 Seventh Avenue
New York, NY 10019-6099

212 728 8000
Fax: 212 728 8111

Federal ID 13-5536844

REMITTANCE ADVICE

Financing and Cash Collateral	\$	4,782.50
Meetings and Communications with Creditors	\$	106,480.00
Plan and Disclosure Statement	\$	231,687.00
Relief from Stay and Adequate Protection	\$	3,792.50
Reporting	\$	412.00
Tax	\$	17,359.00
Hearings	\$	9,330.50
First and Second Day Motions	\$	552.00
Lien Investigation	\$	1,413.50
Other Motions/Applications	\$	539.00
Schedules and Statements	\$	544.00
Willkie Fee Statements and Applications	\$	8,086.50
Mediation	\$	7,721.50
Disbursements and other Charges	\$	3,031.74
Total this Invoice	\$	<u>514,073.24</u>

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